

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

June 1, 2021

Commission File Number: 000-50975

China Finance Online Co. Limited

(Translation of registrant's name into English)

HONG KONG

(Jurisdiction of incorporation or organization)

17th floor of Fuzhuo Plaza A
No.28 Xuanwai Street, Xicheng District
Beijing, China 100052

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

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CHINA FINANCE ONLINE CO. LIMITED
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND
PROXY STATEMENT

Notice is hereby given that an Annual General Meeting of Shareholders, or the Meeting, of China Finance Online Co. Limited, or the Company, will be held on June 30, 2021 at 10:00 a.m., Beijing time, at the offices of the Company, 17th floor of Fuzhuo Plaza A, No.28 Xuanwai Street, Xicheng District, Beijing 100052, China, for the following purposes:

To approve the following resolutions by way of ordinary business as Ordinary Resolutions:

1. To re-elect Zhiwei Zhao as a Director;
2. To re-elect Yaowei Zhang as a Director;
3. To re-elect Jingming Zhao as a Director;
4. To re-elect Xin Yue Jasmine Geffner as a Director;
5. To approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as independent auditors of the Company for a term ending on the date of our next annual general meeting of shareholders to be held in 2022 and to authorize the board of directors to determine their remuneration;
6. To consider and approve the audited consolidated financial statements for the fiscal year ended on or as of December 31, 2020 together with the Report of Auditors thereon as required by Hong Kong law, which can be accessed through our website at <http://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-reportsannual> starting from May 17, 2021, or through the website of the Securities and Exchange Commission, or the SEC, at www.sec.gov, starting from May 17, 2021, and the Report of Directors, which can be accessed through our website at <http://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-sec> starting from June 1, 2021, or through the website of SEC, at www.sec.gov, starting from June 1, 2021; and

To approve the following resolution by way of special business as an Ordinary Resolution:

7. To authorize our board of directors unconditionally to exercise all the powers of the Company (a) to allot, issue or deal with additional ordinary shares upon such terms and conditions as the board of directors, in its discretion, shall determine during the period from the passing of this ordinary resolution until the earliest of: (x) the conclusion of the next annual general meeting of the Company; (y) the expiry of the period within which the next annual general meeting of the Company is required by the Amended and Restated Articles of Association or the Hong Kong Companies Ordinance to be held; and (z) any revocation or variation of the authority given to the board of directors under this ordinary resolution by an ordinary resolution of the Company's shareholders in an extraordinary general meeting of the shareholders ("Relevant Period"); and (b) to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period.

The foregoing items of business are more fully described in the proxy statement which is attached and made a part of this notice. Our Annual Report on Form 20-F (which does not form a part of the proxy solicitation materials), containing consolidated financial statements as of and for the fiscal year ended December 31, 2020, can be accessed through our website at

Holders of record of American Depositary Shares, or ADSs, representing our ordinary shares at the close of business on May 28, 2021 (New York City time) and holders of our ordinary shares are entitled to notice of, and to vote at the Meeting. All holders of our ordinary shares are cordially invited to attend the Meeting in person.

By Order of the Board of Directors

/s/ Z. James Chen

Z. James Chen
Executive Director and Chief Executive Officer

Beijing, China

Date: June 1, 2021

YOUR VOTE IS IMPORTANT

IF YOU ARE A HOLDER OF OUR SHARES, TO ENSURE YOUR REPRESENTATION AT THE ANNUAL GENERAL MEETING, YOU ARE URGED TO MARK, SIGN, DATE AND RETURN THE ENCLOSED PROXY TO THE COMPANY AS PROMPTLY AS POSSIBLE IN THE ACCOMPANYING ENVELOPE AND IN ANY EVENT NO LATER THAN 48 HOURS BEFORE THE TIME SET FOR THE AGM. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON EVEN IF YOU RETURNED A PROXY.

IF YOU ARE A HOLDER OF OUR ADSs, THE DEPOSITARY HAS SET JUNE 28, 2021 AS THE DEADLINE FOR YOU TO SUBMIT YOUR VOTING INSTRUCTION CARD DIRECTING THE DEPOSITARY TO VOTE THE ORDINARY SHARES REPRESENTED BY YOUR ADSs.

CHINA FINANCE ONLINE CO. LIMITED

**17th floor of Fuzhuo Plaza A, No.28 Xuanwai Street
Xicheng District, Beijing, 100052, China**

PROXY STATEMENT

General

We are soliciting the enclosed proxy on behalf of our board of directors for use at the annual general meeting of shareholders to be held on June 30, 2021 at 10:00 a.m., Beijing time, or at any adjournment or postponement thereof. The annual general meeting will be held at our offices located at 17th floor of Fuzhuo Plaza A, No.28 Xuanwai Street, Xicheng District, Beijing, 100052, China.

This proxy statement and the form of proxy are first being mailed to shareholders on or about June 1, 2021.

Our Annual Report on Form 20-F (which does not form a part of the proxy solicitation materials), containing consolidated financial statements as of and for the fiscal year ended December 31, 2020, can be accessed through our website at <http://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-reportsannual>, or through the website of the U.S. Securities and Exchange Commission, or the SEC, at www.sec.gov.

Appointment of Proxies

Any registered holder of ordinary shares entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, speak and vote on such registered holder's behalf. A proxy need not be a shareholder of the Company. A registered holder is also entitled to appoint separate proxies to represent respectively the number of shares held by the registered holder that is specified in their proxy forms.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date or, if you hold ordinary shares, by attending the meeting and voting in person. A written notice of revocation must be delivered to the attention of Mr. Zhiwei Zhao, our Chairman of the Board or Mr. Z. James Chen, our Executive Director, if you hold our ordinary shares and do not intend to attend the meeting, or to JPMorgan Chase Bank, N.A., if you hold American Depositary Shares, or ADSs, representing our ordinary shares.

Record Date, Share Ownership and Quorum

Holders of ADSs representing our ordinary shares at the close of business on May 28, 2021 (New York City time) are entitled to vote by proxy and holders of our ordinary shares are entitled to vote in person or by proxy at the annual general meeting. As of June 1, 2021 122,098,018 of our ordinary shares were issued and

outstanding, of which 110,098,005 ordinary shares were represented by 22,019,601 issued and outstanding ADSs. The presence of at least one ordinary shareholder in person or by proxy and representing at least 33 1/3% of our outstanding ordinary shares and entitled to attend and vote will constitute a quorum for the transaction of business at the annual general meeting.

Voting and Solicitation

Each ordinary share is entitled to one vote. Voting at the annual general meeting will be by a show of hands unless the chairman of the meeting, or shareholders present in person or by proxy in accordance with our Amended and Restated Articles of Association, demands that a poll be taken.

The costs of soliciting proxies will be borne by the Company. Proxies may be solicited by certain of our directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names our ordinary shares or ADSs beneficially owned by others to forward to those beneficial owners. We may reimburse persons representing beneficial owners of our ordinary shares and ADSs for their costs of forwarding solicitation materials to those beneficial owners.

Voting by Holders of Ordinary Shares

When proxies are properly dated, executed and returned by registered holders of ordinary shares in accordance with our Amended and Restated Articles of Association, the shares they represent will be voted at the annual general meeting in accordance with the instructions of the shareholder. If no specific instructions are given by such holder, the shares will be voted FOR proposals 1, 2, 3, 4, 5, 6 and 7 and in the proxy holder's discretion as to other matters that may properly come before the annual general meeting. Abstentions by holders of ordinary shares are included in the determination of the number of shares present and voting but are not counted as votes for or against a proposal. Broker non-votes will not be counted towards a quorum or for any purpose in determining whether the proposal is approved.

Voting by Holders of American Depositary Shares

JPMorgan Chase Bank, N.A., as depositary of the ADSs, is required under the Deposit Agreement we entered into with it to mail to all holders of American depositary receipts, or ADRs, after it has received notice of the annual general meeting, a notice stating (a) such information as contained in the notice it has received from us, as well as any solicitation materials and other accompanying materials, (b) that each such holder as of May 28, 2021 (New York City time) will be entitled to instruct the depositary as to the exercise of the voting rights pertaining to the ordinary shares represented by the ADSs and evidenced by such holder's ADRs and (c) the manner in which such instructions may be given.

Upon receipt of instructions from holders of ADRs on or before 12:00 p.m., June 28, 2021 (New York City time) and in the manner required and described in the notice sent to such holders, the depositary will, at the annual general meeting on June 30, 2021, endeavor to vote or cause to be voted the ordinary shares represented by such ADSs in accordance with such ADS holders' instructions. The depositary will not itself exercise any voting discretion in respect of any ordinary shares that are represented by the ADSs.

To the extent such instructions are not received by JPMorgan Chase Bank, N.A. as depositary of ADSs from any holder of ADRs on or before 12:00 p.m., June 28, 2021 (New York City time) or in the manner required, we understand from the depositary that the depositary will, pursuant to the Deposit Agreement, deem such holder to have instructed the depositary to give a discretionary voting proxy to Mr. Zhiwei Zhao, our Chairman of the Board, and Mr. Z. James Chen, our Executive Director, who have been designated by the Company for such purpose, with full power to designate a substitute, to exercise such holder's voting rights under such ADSs' underlying ordinary shares in the manner he deems fit.

JPMorgan Chase Bank, N.A. and its agents are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the ordinary shares

underlying your ADSs are not able to be voted at the annual general meeting, there may be nothing you can do.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership, within the meaning of Section 13(d)(3) of the Exchange Act of our ordinary shares by:

- each person known to us to own beneficially more than 5% of our ordinary shares; and
- each of our directors and executive officers who beneficially own any of our ordinary shares.

Beneficial ownership includes voting or investment power with respect to the ordinary shares. Except as indicated below, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them. Percentage of beneficial ownership is based on 122,098,018 ordinary shares outstanding as of December 31, 2020.

* Unless otherwise specified, the business address of each shareholder set forth below is China Finance Online (Beijing) Co., Ltd., 17th floor of Fuzhuo Plaza A, No.28 Xuanwai Street, Xicheng District, Beijing, 100052.

Number of Shares Beneficially Owned Name	Number	Percent
Directors and executive officers		
Zhiwei Zhao	33,474,983	27.42%
Z. James Chen	*	*
Yaowei Zhang	*	*
Jingming Zhao	-	-
Jun (Jeff) Wang	2,200,240	1.80%
Ying Zhu	1,223,000	1.00%
All current directors and executive officers as of December 31, 2020 as a group (6 persons)	37,458,223	30.68%
5% Shareholder		
Zhiwei Zhao (1)	33,474,983	27.42%
IDG Technology Venture Investment, LP (2)	6,723,115	5.51%
Jianping Lu (3)	7,156,121	5.86%
Ling Zhang (4)	8,746,370	7.16%

None of our existing shareholders has voting rights that differ from the voting rights of other shareholders. We are not aware of any arrangement that may, at a subsequent date, result in our change in control.

Upon exercise of all options currently exercisable or vesting within 60 days of December 31, 2020, would beneficially own less than 1% of our ordinary shares.

*

- (1) Mr. Zhiwei Zhao is considered the beneficial owner of 33,474,983 ordinary shares of the Company, which consists of (i) 10,558,493 ordinary shares issued by the Company to C&F International Holdings Limited, whose parent company C&F Global Limited is wholly held by Mr. Zhiwei Zhao, on behalf of and exclusively for the benefit of the Company's employees pursuant to the Company's 2007 Plan and related Restricted Stock Issuance and Allocation Agreement; All the shares granted to C&F International Holdings Limited that have not been activated and vested by the end of calendar year 2012 have been forfeited to the company; (ii) 11,000,000 ordinary shares from IDG Technology Venture Investment, Inc. to Grand Continental Holdings Limited, a British Virgin Islands company wholly held by Mr. Zhiwei Zhao, as disclosed in a Schedule 13D/A filed with the SEC on November 14, 2011; (iii) 7,101,490 ordinary shares from Vertex Technology Fund (III) Ltd. to Grand Continental Holdings Limited, a British Virgin Islands company wholly held by Mr. Zhiwei Zhao, as disclosed in a Schedule 13D/A filed with the SEC on August 6, 2013; and (iv) 4,815,000 ordinary shares considered beneficially owned by Zhiwei Zhao upon exercise of all options and restricted shares exercisable or vesting within 60 days of December 31, 2020.

- (2) Includes 6,723,115 ordinary shares held by IDG Technology Venture Investments, LP as of December 31, 2019, in the form of 1,344,623 ADSs, according to a Schedule 13G/A filed with the SEC dated February 11, 2019. The general partner of IDG Technology Venture Investments, LP is IDG Technology Venture Investments, LLC. Chi Sing Ho and Quan Zhou are managing members of IDG Technology Venture Investments, LLC. IDG Technology Venture Investments, LLC, Chi Sing Ho and Quan Zhou may be deemed to have beneficial ownership of our shares held by IDG Technology Venture Investments, LP. The registered address of IDG Technology Venture Investments, LP is Corporation Service Company; 1013 Centre Road, Wilmington, County of New Castle, Delaware 19805-1297.
- (3) Includes (i) 4,028,156 ordinary shares held by Cast Technology, Inc.; and (ii) 3,127,965 ordinary shares held by Fanasia Capital Limited. Both Cast Technology, Inc. and Fanasia Capital Limited are held 45% and 55% by Jianping Lu and Ling Zhang, respectively.
- (4) Includes (i) 4,923,302 ordinary shares held by Cast Technology, Inc.; and (ii) 3,823,068 ordinary shares held by Fanasia Capital Limited. Both Cast Technology, Inc. and Fanasia Capital Limited are held 45% and 55% by Jianping Lu and Ling Zhang, respectively.

None of our existing shareholders has voting rights that differ from the voting rights of other shareholders. We are not aware of any arrangement that may, at a subsequent date, result in our change in control.

PROPOSALS 1, 2, 3 AND 4

RE-ELECTION OF DIRECTORS

We have a staggered board of directors, which means half the number of our directors (excluding our chief executive officer) shall retire from office by rotation at every annual general meeting. The directors to retire at each annual general meeting shall be those who have been longest in office since their last election. Any director appointed by the board of directors since the last annual general meeting shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation. Our chief executive officer will at all times be a director, and will not retire as a director, so long as he remains as the chief executive officer. Our board of directors is currently comprised of five members. Excluding our chief executive officer, two of our four directors having served the longest are required to retire by rotation at the 2021 annual general meeting.

Our board of directors, at the recommendation of our nominations committee, has nominated each of Z. Mr. Zhiwei Zhao, Mr. Yaowei Zhang, Mr. Jingming Zhao and Ms. Xin Yue Jasmine Geffner for re-election as a director of the Company at the 2021 annual general meeting. Each nominee, if elected, would, subject to our Amended and Restated Articles of Association, hold office until such director's successor is elected, or until such director's earlier death, bankruptcy, insanity, resignation or removal. Our Amended and Restated Articles of Association presently authorize up to nine board positions. Proxies cannot, however, be voted for a greater number of persons than the number of nominees named in this proxy statement.

Shares represented by executed proxies appointing our Chairman will be voted, if authority to do so is not withheld, for the election of the nominees named below. Our board of directors has no reason to believe that the nominees named below will be unable or unwilling to serve as a director if elected. In the event that any

nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as management may propose.

The names of the directors, their ages as of June 1, 2021 and their principal positions with the Company are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Directors Nominated for Re-Election		
Zhiwei Zhao	57	Chairman of the board of directors
Yaowei Zhang	58	Director
Jingming Zhao	49	Director
Xin Yue Jasmine Geffner	49	Director

Continuing Directors Not Standing for Re-Election by Rotation

Z. James Chen	55	Executive Director and CEO
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A brief biography of each director nominated for re-election at the Annual General Meeting is set forth below:

Zhiwei Zhao has served as our director since July 25, 2005 and was elected as the Chairman of our Board of directors in April 2012. Mr. Zhao served as our Chief Executive Officer from June 21, 2005 to May 24, 2021. Mr. Zhao was the Chairman of the Board of Directors of Abitcool Inc. before joining us. Abitcool is a company that provides broadband internet services in China. It boasts the largest private Internet Data Center in China. From 1998 to 2005, he served as the General Manager of Huatong International Development Limited in Hong Kong. Mr. Zhao graduated with a Bachelor of Science degree from Huazhong University of Science and Technology and he obtained his EMBA degree from PBC School of Finance of Tsinghua University.

Yaowei Zhang has served as our director since June 2015. He served as Independent Director of Shanghai Everjoy Health Group Co., Ltd (formerly known as Shanghai Cimic Holdings Co., Ltd.) from March 2014 to June 2017. Mr. Zhang was also a Director of China Communication Telecom Services Co., Ltd. Mr. Zhang is the President of Yunshi Investment Management (Shanghai) Co., Ltd., Shanghai Daonan Culture Development Co. Ltd. and Shanghai Yunshi Culture Communication Co. Ltd and the founder of Dao Nan School in Shanghai. Mr. Zhang is the General Partner of Zhuhai Shenzhouyun Investment Fund, President of Zhuhai Yunzhou Investment Management Co. Ltd. and President of Zhuhai Yunshenzhou Investment Management Co., Ltd. Mr. Zhang has served as Vice President of China Communication, which is a nation-wide network and telecom operator. He has also served as Vice President of Shanghai People's Publishing House, General Manager of the advertising center of Jiefang Daily Group and Deputy Director of the department of television production of Shanghai TV Station. Mr. Zhang obtained his Ph.D. of Management Science and Engineering and Master of Business Administration from Tongji University, and he earned his Bachelor of Economic Law from Fudan University.

Jingming Zhao has served as our director since May 2021. He has been the Founder and General Manager of Beijing Guotai Venture Capital Investment Co., Ltd. since March 2003. He has been the Chairman of the Board of Beijing Cashflowcap Asset Management Co., Ltd. since February 2013. Mr. Zhao graduated with a Bachelor of Engineering from Taiyuan University of Technology. Mr. Zhao obtained his EMBA degrees from School of Economics and Management of Tsinghua University and PBC School of Finance of Tsinghua University, respectively.

Xin Yue Jasmine Geffner has served as our director since May 2021. Ms. Geffner has been the Chief Financial Officer of Dorsett Hospitality International Services Limited, a subsidiary of Far East Consortium International Limited listed on the Hong Kong Stock Exchange (HKSE: 0035) since February 2019. She led

the IPO of GreenTree Hospitality Group Limited on New York Stock Exchange (NYSE: GHG) in March 2018 and served as its Chief Financial Officer from October 2017 to December 2018. Prior to that, Ms. Geffner served as vice president in charge of corporate finance and development in LeEco Asia Pacific from October 2016 to August 2017. She was an independent director of AG Semiconductor (Hong Kong) Ltd. from April 2013 to April 2017. From August 2014 to March 2016, she served as the Chief Financial Officer of Carnival Group International Holdings Limited (HKSE: 0996). From November 2008 to January 2011, she served as a director of corporate and institutional banking in ANZ Hong Kong. From March 2005 to February 2008, she worked for HSBC as head of China business development and as a vice president of the consumer and retail group in New York. Ms. Geffner received a bachelor's degree in international marketing and finance from the City University of New York in February 1994 and an MBA degree from the Stern School of Business in New York University in September 1997. She is a Certified Public Accountant in Washington State, USA as well as Hong Kong. She is also a CFA charter holder.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual general meeting will be required to approve proposals 1, 2, 3 and 4.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE RE-ELECTION OF THE ABOVE-NAMED NOMINEES.

A brief biography of each continuing director is set forth below:

Dr. Z. James Chen has served as our director since June 2015. He served as the chief executive officer and the chief financial officer of Origin Agritech from 2018 to 2020 and from 2012 to 2016, respectively. Dr. Chen's previous professional experience includes the Chief Financial Officer of Yunji Inc., a fast-growing e-commerce business, investment manager at the Abu Dhabi Investment Authority (ADIA), and senior equity analyst positions at Morgan Joseph and BB&T Capital Markets. Dr. Chen also worked as a Product Manager at Celanese and as a License Product Technology Manager at Univation Technologies, a joint venture between ExxonMobil and Dow Chemical. Dr. Chen received his Ph.D. Degree in Chemical Engineering from the University of Connecticut and his MBA degree from New York University. Dr. Chen has a professional designation of Chartered Financial Analyst ("CFA") and is a member of American Institute of Certified Public Accountants. Dr. Chen also serves as the legal representative for Beijing Baofeng Youping Limited and the chairman of Supervisory Board of Zhejiang Jitai New Materials Limited.

Relationships among Directors or Executive Officers

There are no family relationships among any of our directors or executive officers.

Meetings and Committees of the Board of Directors

During 2020, our board of directors met in person or passed resolutions by unanimous written consent four times. No director attended fewer than 75% of all meetings of our board of directors and its committees on which he or she served after becoming a member of our board of directors. Our directors may and in the past have passed resolutions by unanimous written consent in lieu of holding a board meeting. In 2020, our independent directors, without the presence of any director other than the independent directors, met in person or passed resolutions by unanimous written consent four times. We have no specific policy with respect to director attendance at our annual general meetings of shareholders.

Our board of directors has three committees: the audit committee, the compensation committee and the nominations committee. Ms. Xin Yue Jasmine Geffner, Mr. Yaowei Zhang and Mr. Jingming Zhao are currently the members of the audit committee. Mr. Yaowei Zhang and Mr. Jingming Zhao are currently the members of the compensation committee. Mr. Yaowei Zhang and Mr. Jingming Zhao are currently the members of the corporate governance and nominations committee.

Independent Directors

We have determined that Mr. Yaowei Zhang, Mr. Jingming Zhao and Ms. Xin Yue Jasmine Geffner are “independent directors” within the meaning of Nasdaq Listing Rule 5605(a)(2).

Compensation of Directors

In 2020, the amount of expense related to directors and executive officers’ compensation was approximately \$485,567. In 2020, we did not grant to directors or officers options or restricted shares under the 2014 Stock Incentive Plan. We have no service contracts with any of our directors or executive officers that provide benefits to them upon termination, except for change in control agreements we entered into with each of our Chief Executive Officer and Chief Financial Officer. Pursuant to the change in control agreements, if either the Chief Executive Officer or Chief Financial Officer is terminated without cause or resigns for good reason after a change-of-control of the Company has occurred, he is entitled to receive severance benefits from the Company.

PROPOSAL 5

APPROVAL OF INDEPENDENT AUDITORS

Our board of directors delegates to our audit committee the express responsibility and authority to be solely and directly responsible for the appointment, compensation, retention, evaluation and oversight of the work of the independent auditors. Our audit committee recommends that shareholders approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as our independent auditors for the term beginning on the date of the annual general meeting, June 30, 2021, and continuing until the next annual general meeting to be held in 2022.

In the event our shareholders fail to approve the appointment, our audit committee will reconsider its selection. Even if the selection is approved and ratified, subject to approval of our shareholders where necessary, our audit committee in its discretion may direct the appointment of a different independent auditing firm at any time during the year if the audit committee believes that such a change would be in the best interests of the Company and shareholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual general meeting will be required to approve this proposal 5.

THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE RECOMMEND A VOTE FOR APPROVAL OF THE APPOINTMENT OF BDO CHINA SHU LUN PAN CERTIFIED PUBLIC ACCOUNTANTS LLP AS OUR INDEPENDENT AUDITORS FOR THE TERM ENDING AT THE NEXT ANNUAL GENERAL MEETING TO BE HELD IN 2022 AND AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.

PROPOSAL 6

APPROVAL OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2020 AND REPORTS OF THE DIRECTORS AND THE AUDITORS

In accordance with applicable Hong Kong law, our board of directors recommends that our shareholders consider and approve the audited consolidated financial statements for the fiscal year ended December 31, 2020 together with the Reports of the Directors and the Auditors thereon.

Our Annual Report on Form 20-F (which does not form a part of the proxy solicitation materials), containing consolidated financial statements as of and for the fiscal year ended December 31, 2020, together with the Report of Auditors thereon as required by Hong Kong law, can be accessed through our website at <http://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-reportsannual>, or through the SEC’s website at www.sec.gov, starting from May 17, 2021. The Reports of the Directors can also be accessed through these websites starting from June 1, 2021.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual general meeting will be required to approve this proposal 6.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

PROPOSAL 7

AUTHORIZATION TO BOARD TO ISSUE SHARES

Hong Kong law does not permit a Hong Kong company's board of directors to issue, or to grant rights to subscribe for, shares of the company except with the approval of the shareholders, unless pursuant to an offer made in proportion to their shareholdings. The shareholders may grant such power to the board of directors on an annual basis. According to Article 9 of our Amended and Restated Articles of Association, at each annual general meeting of the Company, holders of our ordinary shares shall consider and may authorize the board of directors during the next year to issue ordinary shares other than pursuant to an offer made pro rata to shareholders upon such terms and conditions as the board of directors, in its discretion, shall determine, without any further action by the shareholders.

If this proposal 7 is approved by the shareholders, our board of directors will have the power generally, during the next year, to issue additional ordinary shares (including ordinary shares represented by ADSs) without any further action by shareholders, as well as the power to grant to directors and officers the right to acquire ordinary shares under the 2014 Stock Incentive Plan. The approval of this proposal 7 will permit the board of directors, among other things, to raise additional capital for the Company by issuing additional shares of the Company at times and on terms as the board of directors may determine without seeking contemporaneous shareholder approval.

Since our board of directors may use this power to defend against an unsolicited takeover by a third party, potential buyers may be discouraged from seeking to acquire control of the Company. For example, our board of directors may issue additional ordinary shares, if justified in doing so, which could be used to institute a "poison pill" that would work to dilute a potential hostile acquirer's ownership interest in the Company, effectively preventing acquisitions that have not been approved by our board of directors. Hence, the approval of this proposal 7 may have the effect of depriving ordinary shareholders and ADS holders of an opportunity to sell their respective ordinary shares and ADSs at a premium over prevailing market prices.

The Board of Directors recommends our shareholders to approve this proposal 7.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual general meeting will be required to approve this proposal 7.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL OF THE DISCRETIONARY EXERCISE BY THE BOARD OF POWER TO ISSUE SHARES.

OTHER MATTERS

We know of no other matters to be submitted to the annual general meeting. If any other matters properly come before the annual general meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

/s/ Z. James Chen
Z. James Chen

FORM OF PROXY FOR HOLDERS OF ORDINARY SHARES

I/We

of

being the registered holder(s) of ordinary shares in the capital of CHINA FINANCE ONLINE CO. LIMITED (the "Company") hereby appoint the Mr. Zhiwei Zhao, our Chairman of the Board or Mr. Z. James Chen, our Executive Director, or failing him,

of

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the "Meeting") to be held at 17th floor of Fuzhuo Plaza A, No.28 Xuanwai Street, Xicheng District, Beijing 100052, China, on June 30, 2021 at 10.00 a.m., Beijing time, and at any adjournment thereof in relation to the resolutions as set out in the notice of Annual General Meeting, dated June 1, 2021 and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS

1. To re-elect Zhiwei Zhao as a Director.
 FOR AGAINST ABSTAIN
 2. To re-elect Yaowei Zhang as a Director.
 FOR AGAINST ABSTAIN
 3. To re-elect Jingming Zhao as a Director.
 FOR AGAINST ABSTAIN
 4. To re-elect Xin Yue Jasmine Geffner as a Director.
 FOR AGAINST ABSTAIN
 5. To approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as independent auditors of the Company for a term ending on the date of our next annual general meeting of shareholders to be held in 2022 and to authorize the board of directors to determine their remuneration.
 FOR AGAINST ABSTAIN
 6. To consider and approve the audited consolidated financial statements for the fiscal year ended on or as of December 31, 2020 together with the Report of Auditors thereon as required by Hong Kong law, which can be accessed through our website at <http://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-reportsannual> starting from May 17, 2021, or through the website of the Securities and Exchange Commission, or the SEC, at www.sec.gov, starting from May 17, 2021, and the Report of Directors, which can be accessed through our website at <http://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-sec> starting from June 1, 2021, or through the website of SEC, at www.sec.gov, starting from June 1, 2021.
 FOR AGAINST ABSTAIN
-

7.

To authorize our board of directors unconditionally to exercise all the powers of the Company (a) to allot, issue or deal with additional ordinary shares upon such terms and conditions as the board of directors, in its discretion, shall determine during the period from the passing of this ordinary resolution until the earliest of: (x) the conclusion of the next annual general meeting of the Company; (y) the expiry of the period within which the next annual general meeting of the Company is required by the Amended and Restated Articles of Association or the Hong Kong Companies Ordinance to be held; and (z) any revocation or variation of the authority given to the board of directors under this ordinary resolution by an ordinary resolution of the Company's shareholders in an extraordinary general meeting of the shareholders ("Relevant Period"); and (b) to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period.

FOR

AGAINST

ABSTAIN

and, in their discretion, upon such other matter or matters that may properly come before the meeting and any postponement(s) or adjournment(s) thereof.

THIS PROXY SHOULD BE MARKED, DATED AND SIGNED BY THE SHAREHOLDER(S) EXACTLY AS HIS OR HER NAME APPEARS ON THEIR STOCK CERTIFICATE, AND RETURNED PROMPTLY IN THE ENCLOSED ENVELOPE. PERSONS SIGNING IN A FIDUCIARY CAPACITY SHOULD SO INDICATE. IF SHARES ARE HELD BY JOINT TENANTS OR AS COMMUNITY PROPERTY, BOTH SHOULD SIGN. PLEASE DATE, SIGN AND MAIL THIS PROXY CARD BACK AS SOON AS POSSIBLE!

By: _____

Shareholder Name: _____

Date: _____

Notes:

1. Please insert the number of shares registered in your name and to which this form of proxy relates. 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.
 2. Any member entitled to attend, and to vote, at the Meeting is entitled to appoint a proxy(ies) to exercise any of your rights to attend and speak and vote for you. The proxy appointed by you need not be a member of the Company but must attend the meeting in person to represent you.
 3. This form of proxy appoints the Chairman of the meeting as your proxy. If you wish to appoint a proxy other than the Chairman of the meeting, a space has been provided. **Please make the necessary deletion and initial it.** If no amendment is made, the Chairman of the meeting will be deemed to have been appointed as your proxy.
 4. **IMPORTANT: if you wish to vote for a resolution, please put a tick in the box next to "FOR". If you wish to vote against a resolution, please put a tick in the box next to "AGAINST". If you wish to abstain from voting on a resolution, please put a tick in the box next to "ABSTAIN". Failure to tick any box will entitle your proxy to vote or abstain at his/her discretion in respect of the relevant resolution.** Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he may in his absolute discretion consider appropriate) in respect of any business that might arise at the meeting.
 5. To be valid, this proxy must be deposited with the Company as promptly as possible no later than 48 hours before the time set for the AGM.
 6. Completion and return of this form of proxy will not preclude you from attending and voting in person in Meeting or on the poll concerned and, in such event, this form of proxy will be deemed to have been revoked.
-

Notes:

1. Please insert the number of shares registered in your name and to which this form of proxy relates. 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.
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CHINA FINANCE ONLINE CO. LIMITED
TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY SHARES ("ADSs")
REPRESENTING ORDINARY SHARES OF
CHINA FINANCE ONLINE CO. LIMITED

Please refer to the reverse side of this card for the Resolutions to be voted at the Meeting.
FOLD AND DETACH HERE

Ordinary Resolutions							
	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Address Change

Mark box, sign and indicate changes/comments below:

Mark box at right if you wish to give a discretionary proxy to a member or members designated by the Company. PLEASE NOTE: Marking this box voids any other instructions marked above.

Sign Below Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

ORDINARY RESOLUTIONS

1. To re-elect Zhiwei Zhao as a Director.
2. To re-elect Yaowei Zhang as a Director.
3. To re-elect Jingming Zhao as a Director.
4. To re-elect Xin Yue Jasmine Geffner as a Director.
5. To approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as independent auditors of the Company for a term ending on the date of our next annual general meeting of shareholders to be held in 2022 and to authorize the board of directors to determine their remuneration.
6. To consider and approve the audited consolidated financial statements for the fiscal year ended on or as of December 31, 2020 together with the Report of Auditors thereon as required by Hong Kong law, which can be accessed through our website at <https://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-reportsannual> starting from May 17, 2021, or through the website of the Securities and Exchange Commission, or the SEC, at www.sec.gov, starting from May 17, 2021, and the Report of Directors, which can be accessed through our website at <https://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-sec> starting from June 1, 2021, or through the website of SEC, at www.sec.gov, starting from June 1, 2021.
7. To authorize our board of directors unconditionally to exercise all the powers of the Company (a) to allot, issue or deal with additional ordinary shares upon such terms and conditions as the board of directors, in its discretion, shall determine during the period from the passing of this ordinary resolution until the earliest of: (x) the conclusion of the next annual general meeting of the Company; (y) the expiry of the period within which the next annual general meeting of the Company is required by the Amended and Restated Articles of Association or the Hong Kong Companies Ordinance to be held; and (z) any revocation or variation of the authority given to the board of directors under this ordinary resolution by an ordinary resolution of the Company's shareholders in an extraordinary general meeting of the shareholders ("Relevant Period"); and (b) to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period.

And, in their discretion, upon such other matter or matters that may properly come before the meeting and any postponement(s) or adjournment(s) thereof

China Finance Online Co. Limited JPMorgan Chase Bank, N.A., Depository PO Box
64506, Saint Paul MN 55164-0506

Voting Instruction Card

JPMorgan Chase Bank, N.A., (the "Depository") has received advice that the Annual General Meeting (the "Meeting") for holders of Ordinary Shares of China Finance Online Co. Limited (the "Company") will be held at the offices of the Company, 17th floor of Fuzhuo Plaza A, No. 28 Xuanwai Street, Xicheng District, Beijing 100052, China, on Wednesday, June 30, 2021, at 10:00 a.m., for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your ADSs FOR or AGAINST or to ABSTAIN from voting the Resolutions proposed, or any of them, at the Meeting, kindly execute and forward to the Depository, the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or Nominees of the Depository to vote FOR or AGAINST or to ABSTAIN from the Resolutions, or any of them, as the case may be.

You may include instructions to give a discretionary proxy to a designated member or members of the Board of Directors of the Company. This Voting Instruction Card MUST be forwarded in sufficient time to reach the Depository before 12:00 p.m. (New York time), June 28, 2021. Only the registered holders of record at the close of business on May 28, 2021, are entitled to execute the attached Voting Instruction Card.

The signatory, a holder of record as of the close of business on May 28, 2021 of ADSs representing Ordinary Shares of the Company, hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Ordinary Shares of the Company, represented by ADSs, registered in the name of the signatory, at the Meeting of the Company.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If the signatory marks the box to indicate that the signatory wishes to give a discretionary proxy to a designated member or members of the Board of Directors, the underlying shares represented by the signatory's ADSs will be voted by such person in his or her discretion. If this Voting Instruction Card is signed and dated but no direction is given, or if no properly completed Voting Instruction Card is actually received by the Depository before 12:00 p.m. (New York time), June 28, 2021, or in the manner required, in accordance with the provisions of the Depository Agreement, you will be deemed to have instructed the Depository to give a discretionary voting proxy to persons designated by the Company, who for purposes of this meeting are Mr. Zhiwei Zhao, Chairman of the Board of Directors of the Company, and Mr. Z. James Chen, Executive Director of the Company, with full power to exercise the voting rights under the Ordinary Shares represented by your ADSs and with full power to each of substitution.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be returned before 12:00 p.m. (New York time), June 28, 2021.

Our annual report on Form 20-F containing consolidated financial statements as of and for the fiscal year ending December 31, 2020, and the Notice of the Meeting and proxy statement can be accessed through our website at

<https://ir.chinafinanceonline.com/financial-information/sec-filings>

JPMorgan Chase Bank, N.A., Depository

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.