



# CIFI Holdings (Group) Co. Ltd.

## 旭輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00884)

### FORM OF PROXY FOR 2016 ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the share capital of CIFI Holdings (Group) Co. Ltd. (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the meeting, as my/our proxy(ies) to attend and vote for me/us at the 2016 annual general meeting of the Company to be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 27 April 2016 at 10:00 a.m. (the "2016 AGM") (or at any adjournment thereof) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice of 2016 AGM as indicated below, or, if no such indication is given, at the discretion of my/our proxy(ies).

Ordinary Resolutions		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors and the independent auditors' report for the year ended 31 December 2015.		
2.	To declare a final dividend of RMB9.35 cents per share for the year ended 31 December 2015 (payable in cash with scrip option).		
3.	(1.) To re-elect Mr. LIN Wei as director of the Company.		
	(2.) To re-elect Mr. TAN Wee Seng as director of the Company.		
	(3.) To authorise the board of directors of the Company to fix the remuneration of all directors of the Company.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix the auditor's remuneration.		
5.	To grant a general mandate to the board of directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total issued shares of the Company as at the date of passing of this resolution (ordinary resolution no. 5 of the notice of the 2016 AGM).		
6.	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution (ordinary resolution no. 6 of the notice of the 2016 AGM).		
7.	To extend, conditional upon the above ordinary resolution nos. 5 and 6 being duly passed, the general mandate to be granted to the board of directors of the Company to allot and issue shares of the Company (ordinary resolution no. 7 of the notice of the 2016 AGM).		
8.	To adopt the New Share Option Scheme of the Company and to terminate the Existing Share Option Scheme of the Company (ordinary resolution no. 8 of the notice of the 2016 AGM).		

Date: \_\_\_\_\_, 2016

Shareholder's Signature <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Please insert full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) 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 of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. A member is entitled to attend and vote at the 2016 AGM and is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the 2016 AGM in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK IN THE RELEVANT BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK IN THE RELEVANT BOX(ES) MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) or abstain from voting at his/their discretion. Your proxy(ies) will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the meeting other than those set out in the notice of the 2016 AGM.
- 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 seal or under the hand of an officer, attorney or other person duly authorised.
- Where there are joint holders of any share(s) of the Company, any one of such joint holders may vote at the 2016 AGM either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the 2016 AGM in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- 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 of that power of attorney or authority), must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the 2016 AGM (or at any adjournment thereof).
- Any alteration made to this form of proxy should be initially by the person who signs this form.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the 2016 AGM should you so wish.
- Pursuant to article 13.6 of the articles of association of the Company, all resolutions put to votes of shareholders of the Company at the general meeting shall be decided on poll.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which may include but is not limited to your name and/or address.
- Your supply of personal data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and/or other instructions.
- Your personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your personal data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your personal data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited (address as stated in note 7 above).