



Hang Fat Ginseng Holdings Company Limited
恒發洋參控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 911)

**Form of Proxy for the Annual General Meeting to be held
on Friday, 22 May 2015 at 11:00 a.m.
(or any adjournment thereof) (the “Meeting”)**

I/We (Note 1) _____
of _____
being the holder(s) (Note 2) of _____ shares of HK\$0.01 each of Hang Fat Ginseng Holdings Company Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (Note 3) at the Meeting to be held at Boardroom 6, M/F, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 22 May 2015, and at any adjournment thereof and to vote on my/our behalf as directed below.

Capitalised terms used in this proxy form shall have the same meanings as defined in the circular of the Company dated 22 April 2015.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Company’s auditors for the year ended 31 December 2014.		
2.	To declare a final dividend of HK2 cents per share of HK\$0.01 each or HK0.2 cent per share of HK\$0.001 each (upon the Share Subdivision becoming effective) in the Company for the year ended 31 December 2014.		
3.	To declare a special dividend of HK3 cents per ordinary share of HK\$0.01 each or HK0.3 cent per share of HK\$0.001 each (upon the Share Subdivision becoming effective) in the Company for the year ended 31 December 2014.		
4.	(a) To re-elect Mr. Yeung Wing Yan as Director.		
	(b) To re-elect Mr. Wong Senta as Director.		
	(c) To authorise the Board of Directors to fix the remuneration of the Directors.		
5.	To re-appoint the Company’s auditor and to authorise the Board to fix their remuneration.		
6.	To approve the share subdivision of every one ordinary share of HK\$0.01 each in the share capital of the Company be subdivided into 10 subdivided shares of HK\$0.001 each.		
7.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with unissued shares of the Company.		
8.	To grant a general and unconditional mandate to the Directors to purchase shares of the Company.		
9.	To add nominal amount of shares repurchased by the Company to the mandate granted to the Directors under resolution no. 7.		

Date: _____

Shareholder’s signature: _____ (Notes 5, 6, 7, 8 and 9)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). 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(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 Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
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 resolutions, please tick (“✓”) the boxes marked “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 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 discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer or attorney or other person authorised to sign the same.
7. To be valid, this 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 offices of the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
8. Any alteration made to this form should be initialled by the person who signs the form.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.