



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 Extraordinary General Meeting

I/We,¹ _____
of _____
being holder(s) of² _____ shares of HK\$0.001 each in the capital of HANG FAT GINSENG HOLDINGS COMPANY LIMITED (the “Company”) hereby appoint³ the Chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Friday, 6 May 2016 or at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

| | ORDINARY RESOLUTIONS | FOR ⁴ | AGAINST ⁵ |
|----|---|------------------|----------------------|
| 1. | To approve the increase of the authorised share capital of the Company from HK\$50,000,000 divided into 50,000,000,000 Shares of par value HK\$0.001 each to HK\$200,000,000 divided into 200,000,000,000 Shares. | | |
| 2. | To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the Subscription Mandate. | | |
| 3. | Subject to the passing of the ordinary resolution no. 2 above, to approve the Whitewash Waiver. | | |
| 4. | To approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder, including but not limited to the Placing Mandate. | | |

Dated this _____ day of _____ 2016.

Signature(s)⁶ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
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. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. In order to be valid, this proxy form, 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 Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
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 either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 5 May 2016 to Friday, 6 May 2016 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for voting at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 4 May 2016.
9. Where there are joint registered holders of any shares of the Company, any one of such joint holders may vote either in person or by proxy in respect of such shares of the Company as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
10. The full text of the resolution appears in the notice of meeting dated 18 April 2016.