



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 TO BE HELD
ON WEDNESDAY, 6 JULY 2016 AT 10:00 A.M.
(OR ANY ADJOURNMENT THEREOF) (THE “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 of _____ 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 Wednesday, 6 July 2016 or at any adjournment thereof in respect of the resolution 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:

Capitalised terms used in this proxy form shall have the same meanings as defined in the circular of the Company dated 20 June 2016.

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 RESOLUTION	FOR⁴	AGAINST⁵
1.	To approve the share consolidation (“Share Consolidation”) of every four (4) issued and unissued ordinary shares of HK\$0.001 each in the share capital of the Company into one (1) consolidated share of HK\$0.004 in the issued and unissued share capital of the Company and to authorise the board of directors of the Company to do all such acts as it considers necessary to give effect to the Share Consolidation.		

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.