



CHINA INNOVATIVE FINANCE GROUP LIMITED

中國新金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

PROXY FORM

Form of proxy for use at the annual general meeting of the Company to be held at YUE — Function Room, V234, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Monday, 19 September 2016 at 9:30 a.m. and at any adjournment thereof.

I/We ^{note 1}, _____
of _____
being the registered holder(s) of ^{note 2} _____ shares of HK\$0.00025 each in the capital of China Innovative Finance Group Limited (the “Company”) HEREBY APPOINT ^{note 3} _____
of _____
or failing him/her, the chairman of the meeting as my/our proxy ^{note 4} to act for me/us at the annual general meeting of the Company to be held on Monday, 19 September 2016 at 9:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^{note 5}	AGAINST
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 March 2016.		
2.	(i) To re-elect Mr. Ji Kewei as executive director of the Company.		
	(ii) To re-elect Mr. Qiu Jianyang as non-executive director of the Company.		
	(iii) To re-elect Mr. To Shing Chuen as independent non-executive director of the Company.		
	(iv) To re-elect Mr. Chung Yuk Lun as independent non-executive director of the Company.		
	(v) To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint the auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution.		
5.	To grant to the directors a general mandate to repurchase the Company's own shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution.		
6.	To extend the general mandate granted under resolution no. 4 by including the number of shares repurchased by the Company pursuant to resolution no. 5.		

Dated this _____ day of _____ 2016. Signature(s) ^{note 6}: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the share(s) in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. If no name is inserted, the chairman of the meeting will act as your proxy. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
- Please indicate with a “√” in the appropriate space beside each of the resolutions how you wish your proxy to vote on your behalf. If the form is returned duly signed, but without any indication, your proxy will vote for or against the resolutions, or will abstain, at his discretion.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall 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 the meeting or not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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. Several executors or administrators of a deceased member in whose names any share stands shall for such purpose be deemed joint holders thereof.