



CHINA INNOVATIVE FINANCE GROUP LIMITED

中國新金融集團有限公司

(formerly known as HERITAGE INTERNATIONAL HOLDINGS LIMITED 漢基控股有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 412)

PROXY FORM

Form of proxy for use at the special general meeting of the Company (the “SGM”) to be held at YUE – Function Room, V234, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Tuesday, 8 December 2015 at 9:30 a.m. and at any adjournment thereof.

I/We ^{note 1} _____

of _____

being the registered holder(s) of ^{note 2} _____ share(s) of HK\$0.00025 each in the capital of China Innovation Finance Group Limited (the “Company”), HEREBY APPOINT ^{note 3} _____

of _____

or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the SGM to be held on Tuesday, 8 December 2015 at 9:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the SGM and at the SGM (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the ordinary resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^{note 4}	Against ^{note 4}
1. “To approve the allotment and issue of an aggregate of 5,617,977 ordinary shares of the Company (“Shares”) to Mr. Ji Kewei, an executive director and chief executive of the Company, subject to obtaining approval for the listing of and permission to deal in such new Shares and certain vesting conditions, and to authorise the directors of the Company to do all such acts and things as may be necessary, desirable or expedient in order to give effect to the allotment and issue of the said Shares to Mr. Ji Kewei.”		

Dated this _____ day of _____ 2015 Signature ^{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.
- Please indicate with a “✓” in the appropriate space beside the resolution 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 resolution, or will abstain, at his discretion.
- 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 of the Company. 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.
- 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, 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 any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned, and in such case, the form of proxy shall be deemed to be revoked.
- 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.