



## Hong Kong Finance Group Limited

香港信貸集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1273)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD AT THE EXECUTIVE CENTRE, LEVEL 3, THREE PACIFIC PLACE, 1 QUEEN'S ROAD EAST, ADMIRALTY, HONG KONG ON THURSDAY, 31 JULY 2014, AT 4:30 P.M. OR AT ANY ADJOURNMENT THEREOF

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ shares of HK\$0.01 each in the share capital of Hong Kong Finance Group Limited 香港信貸集團有限公司 (the "Company"), HEREBY APPOINT<sup>(Note 2)</sup> **THE CHAIRMAN OF THE MEETING** or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend at the annual general meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at The Executive Centre, Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong, on Thursday, 31 July 2014 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting, and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and approve the audited consolidated financial statements together with the directors' report and the independent auditor's report of the Company for the year ended 31 March 2014.		
2.	To declare a final dividend of HK2.8 cents per share for the year ended 31 March 2014.		
3.	(i) To re-elect Mr. Chan Koung Nam as an executive director of the Company.		
	(ii) To re-elect Mr. Chan Kwong Yin William as an executive director of the Company.		
	(iii) To re-elect Mr. Tse Pui To as an executive director of the Company.		
	(iv) To re-elect Mr. Chan Siu Wing Raymond as an independent non-executive director of the Company.		
	(v) To re-elect Mr. Chu Yat Pang Terry as an independent non-executive director of the Company.		
	(vi) To re-elect Mr. Cheung Kok Cheong as an independent non-executive director of the Company.		
4.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
5.	To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors to fix their remuneration.		
6.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with the additional ordinary shares of the Company with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the share capital of the Company.		
7.	To grant a general and unconditional mandate to the directors of the Company to repurchase shares of the Company with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company.		
8.	To extend the general and unconditional mandate granted to the directors of the Company to issue, allot and deal with additional shares of the Company under resolution numbered 6 to include the number of shares of the Company repurchased pursuant to the general and unconditional mandate to repurchase shares under resolution numbered 7.		

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Any member of the Company ("Member") entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. For good corporate governance, the Chairman of the Meeting will demand a poll on each of the resolutions for determination at the Meeting, save for the resolutions proposed by the Chairman of the Meeting regarding the approval on the procedural and administrative matters (as defined under the Listing Rules) during the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member but must attend the meeting in person to represent you. A Member may appoint more than one proxy to attend on the same occasion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with a power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (and at any adjournment thereof).
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto but if more than one of such joint registered holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined with reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting (and at any adjournment thereof) if you so wish.