



合豐集團控股有限公司
HOP FUNG GROUP HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
 Stock Code: 2320

**FORM OF PROXY
 FOR THE ANNUAL GENERAL MEETING
 TO BE HELD ON 9TH JUNE, 2014**

Number of shares to which this form of proxy relates ¹	
---	--

I/We² _____
 of _____
 being the registered holder(s) of shares in the issued share capital of Hop Fung Group Holdings Limited 合豐集團控股有限公司 (the "Company"), hereby appoint **THE CHAIRMAN OF THE MEETING**³, or _____
 of _____
 as my/our proxy to attend, act and vote on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Ming Room I, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Monday, 9th June, 2014 at 10:30 a.m. (or at any adjournment thereof).

Name of proxy who is entitled to vote on the resolution on a show of hands at the Meeting if more than one proxy are appointed ³ .	
---	--

Please tick (✓) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll⁴.

	RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements of the Company, Directors' Report and Independent Auditor's Report for the year ended 31st December, 2013.		
2.	(a) To re-elect the following Directors		
	(i) Hui Sum Ping		
	(ii) Yip Kwok Kwan		
	(iii) Wong Chu Leung		
	(b) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To appoint Auditor and to authorise the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Directors of the Company to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the Directors of the Company to allot, issue and deal with additional 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 passing of this resolution.		
6.	To extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Signature⁵ _____

Date _____

Notes:

- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each proxy so appointed must be specified.
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company. On a show of hands every shareholder who is present in person or by proxy shall have one vote. If a shareholder appoints more than one proxy, only one of the proxies as specified in this form of proxy is entitled to vote on the resolution a show of hands, and failing such specification, none of the proxies so appointed shall be entitled to vote on the resolution on a show of hands. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST"**. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In the case of joint registered holders of any Shares, 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 registered 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.
- To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.