



云 锋 金 融

Yunfeng Financial Group Limited

雲鋒金融集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 376)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 10 JANUARY 2018

I/we⁽¹⁾, _____

of⁽¹⁾ _____

being the registered holder(s) of⁽²⁾ _____ shares of

Yunfeng Financial Group Limited (the “Company”) **HEREBY APPOINT**^(3&4) _____

of _____

or failing him^(3&4) _____

of _____
or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Suites 3205-3208, One Exchange Square, 8 Connaught Place, Central, Hong Kong on 10 January 2018 at 3:00 p.m., or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on that day, at the same time and place on the first Business Day (as defined in note (5) below) after 10 January 2018 and to vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

Ordinary Resolution		For ⁽⁶⁾	Against ⁽⁶⁾
1.	To approve, confirm and ratify the Share Purchase Agreement and the transactions contemplated thereunder, and to authorise any Director to do all such acts and things and execute and deliver, and to affix the common seal of the Company to, all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with the same.		
2.	To grant a specific mandate to the Directors with the power and authority to allot and issue the Consideration Shares in accordance with the terms of the Share Purchase Agreement, and to authorize any Director to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with the same.		
3.	To approve the Whitewash Waiver.		
4.	To approve the Sheen Light Acquisition as a special deal for the purpose of Rule 25 of the Takeovers Code.		
5.	To approve the appointment of Mr. Adnan Omar Ahmed as a non-executive Director with effect from the completion of the Acquisition and to authorise the Board to fix his remuneration.		
6.	To approve the appointment of Mr. Gareth Ross as a non-executive Director with effect from the completion of the Acquisition and to authorise the Board to fix his remuneration.		

Date: _____

Signature⁽⁷⁾: _____

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).
- A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him, provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy form. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Please insert the name and address of the proxy desired and strike out the words “or failing him, the Chairman of the meeting”. **IF YOU DO NOT STRIKE OUT SUCH WORDS AND YOUR PROXY DOES NOT ATTEND THE MEETING OR NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- “Business Day” means any day (excluding Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon on that day and on which banks in Hong Kong are generally open for business. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at 12:00 noon or any time after 12:00 noon on 10 January 2018, the extraordinary general meeting will not be held on that day but will be held at the same time and place on the first Business Day after 10 January 2018 instead.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** In the absence of such indication, your proxy will entitle to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening this meeting.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized to sign.
- In the case of joint holders of a share 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 holders and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.