



SHIFANG HOLDING LIMITED

十方控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1831)

Form of proxy for use at the Extraordinary General Meeting or any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2)
of HK\$0.10 each (the “Existing Share”) in the existing issued share capital (prior to the four-to-one share consolidation as disclosed in the Company’s announcement dated 18 January 2019) of SHIFANG HOLDING LIMITED (the “Company”), hereby appoint the chairman of the extraordinary general meeting of the Company (the “Meeting”), or failing him/her ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 8 March 2019 at 3:00 p.m. (or at any adjournment thereof), in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	To approve, confirm and ratify the CB Subscription Agreement and all transactions contemplated thereunder, including the issue of the Convertible Bonds in the principal amount of RMB215,750,000 (HK\$250,000,000) and the specific mandate to issue and allot 1,041,666,666 Conversion New Shares upon exercise of the conversion right attaching to the Convertible Bonds		

Date: _____ Signed: ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Existing 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 the Existing Shares in the existing issued share capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, delete “the chairman of the extraordinary general meeting of the Company (“Meeting”), or failing him/her” and insert the name and address of the desired proxy in the space provided. (**ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**)
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain 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 the Meeting.
- The full text of the resolution appears in the notice of extraordinary general meeting contained in the circular to the shareholders of the Company dated 21 February 2019.
- 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 common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint registered holders, 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 holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- In order 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 of such power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.