



SFUND INTERNATIONAL HOLDINGS LIMITED

廣州基金國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1367)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

(or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ordinary share(s) ^(Note 2) of HK\$0.01 each (the "Shares")
in the share capital of SFund International Holdings Limited (the "Company") **HEREBY APPOINT** ^(Note 3) the Chairman of the meeting
or _____
of _____
as my/our proxy to attend the annual general meeting of the Company (the "AGM") (or at any adjournment thereof) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 22 May 2019 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM (the "Notice") and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the AGM (or at any adjournment thereof).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors' reports and the independent auditor's report for the financial year ended 31 December 2018.		
2.(a)	(i) To re-elect Mr. Li Qing as an Executive Director of the Company.		
	(ii) To re-elect Ms. Yi Sha as an Executive Director of the Company.		
	(iii) To re-elect Ms. Wang Mengsu as an Executive Director of the Company.		
	(iv) To re-elect Mr. Hon Ming Sang as an Executive Director of the Company.		
	(v) To re-elect Mr. Lam Ho Pong as an Independent Non-executive of the Company.		
2.(b)	To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of this resolution and on the terms as set out in resolution number 4 in the Notice.		
5.	To grant a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of this resolution and on the terms as set out in resolution number 5 in the Notice.		
6.	To extend the general mandate granted to the directors of the Company under resolution number 4 by the number of Shares repurchased by the Company under the mandate granted under resolution number 5.		

Dated this _____ day of _____ 2019

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please delete the words "the Chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes 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.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any Share(s), any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM, personally or by proxy, then the holder so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- 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 certified copy of such power of attorney or other authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the said meeting (i.e. not later than 2:30 p.m. on Monday, 20 May 2019 (Hong Kong Time) or any adjournment thereof).
- Completion and return of the form of proxy shall not preclude you from subsequently attending and voting in person at the AGM (or at any adjournment thereof) (as the case may be). Should you so wish, and in such event, the authority given to the proxy shall be deemed to be revoked.