



ZHONG FA ZHAN HOLDINGS LIMITED

中發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 475)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (THE "EGM")
TO BE HELD AT B2 BOARDROOM, THE WHARNEY GUANG DONG HOTEL HONG KONG,
57-73 LOCKHART ROAD, WANCHAI, HONG KONG ON TUESDAY, 8 SEPTEMBER 2015 AT 10:45 A.M.
(OR AT ANY ADJOURNMENT THEREOF)**

I/We ^(Note 1), _____ (name of shareholder)
of _____ (address of shareholder)
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of Zhong Fa Zhan Holdings Limited (the
"Company") hereby appoint ^(Note 3) the Chairman of the EGM or _____
of _____

as my/our proxy to attend and act on my/our behalf at the EGM to be held at B2 Boardroom, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Tuesday, 8 September 2015 at 10:45 a.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the notice convening the EGM dated 13 August 2015 (the "EGM Notice") (with or without modifications) as indicated below:

	ORDINARY RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
1.	To approve, ratify and confirm the First Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder (the ordinary resolution no. 1 as set out in the EGM Notice)		
2.	To approve, ratify and confirm the Second Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder (the ordinary resolution no. 2 as set out in the EGM Notice)		
3.	To approve, ratify and confirm the Third Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder (the ordinary resolution no. 3 as set out in the EGM Notice)		
4.	To approve, ratify and confirm the Fourth Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder (the ordinary resolution no. 4 as set out in the EGM Notice)		
5.	To approve, ratify and confirm the Fifth Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder (the ordinary resolution no. 5 as set out in the EGM Notice)		
6.	To approve, ratify and confirm the Sixth Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder (the ordinary resolution no. 6 as set out in the EGM Notice)		
7.	To approve, ratify and confirm the Seventh Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder (the ordinary resolution no. 7 as set out in the EGM Notice)		

Dated this _____ day of _____ 2015

Signature ^(Note 5) _____

Notes:-

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, strike out the words "the Chairman of the EGM or", and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the EGM which has been properly put to 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 any duly authorised officer.
- In the case of joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the EGM personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
- Corporations must execute this proxy form under common seal or (under the hand of) an attorney or a duly authorised officer. If a legal representative is appointed to attend the EGM, such legal representative shall produce his/her own identity paper and a certified true copy of the resolutions of the board of directors or other governing body of the corporation appointing the legal representative.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the office of the Company's branch Share Registrar, Tricor Investor Services 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 EGM or any adjourned meeting (as the case may be).
- The proxy need not also be a member of the Company but must attend the EGM 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 EGM if you so wish.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint 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.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**