



**SHENWAN HONGYUAN (H.K.) LIMITED**  
**申萬宏源(香港)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 218)**

**Proxy Form for use at an Extraordinary General Meeting to be held on 13 May 2016**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (note 2) of **SHENWAN HONGYUAN (H.K.) LIMITED** (the "Company") hereby appoint (note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting to act as my/our proxy and vote for me/us at the Extraordinary General Meeting ("EGM") of the Company to be held at the TALK Meeting Room at 2nd Floor, OZO Wesley Hong Kong, 22 Hennessy Road, Wanchai, Hong Kong on Friday, 13 May 2016 at 10:00 a.m. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTIONS</b>		<b>FOR</b> <i>(note 4)</i>	<b>AGAINST</b> <i>(note 4)</i>
1.	Ordinary resolution No. 1 set out in the notice of EGM		
2.	Ordinary resolution No. 2 set out in the notice of EGM		

Date: \_\_\_\_\_ Signature (note 5): \_\_\_\_\_

*Notes:*

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alternation made to this proxy form must be initialled by the person who signs it.
4. **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"**. Failure to complete the boxes will entitle your proxy 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 the meeting.
5. 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 or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, 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 are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s), shall alone be entitled to vote in respect thereof.
7. 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 or authority, must be deposited at the registered office of the Company at Level 19, 28 Hennessy Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
8. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.