



# SW KINGSWAY CAPITAL HOLDINGS LIMITED

滙富金融控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00188)

## Form of Proxy for Special General Meeting (the "Meeting") to be held on Friday, 20 May 2011

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being a member of SW Kingsway Capital Holdings Limited (the "Company") hereby appoint <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him/her, the duly appointed Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Meeting of the Company to be held at 5th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 20 May 2011 at 10:00 a.m. and at any adjournment thereof.

Ordinary Resolutions <sup>#</sup>		For	Against
1.	To approve the conditional sale and purchase in relation to the acquisition of 10% of the entire issued share capital of VinaCapital Group Limited.		
2.	To approve the specific mandate to issue new Shares to allot and issue the Consideration Share.		

<sup>#</sup> The full text of the resolution appears in the notice of Special General Meeting dated 29 April 2011.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Number of ordinary shares to which this proxy relates <sup>(Note 4)</sup>

Shareholder's Signature <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
- 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.** The proxy needs not be a member of the Company, but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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 in the capital of the Company registered in your name(s).
- This proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- 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 as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 of members of the Company in respect of the joint holding.
- To be valid, this proxy form together with the authorization letter or other authority (if any) under which is signed, or a certified copy thereof must be deposited at the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of holding the Meeting. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person.
- Any alteration made to this form of proxy must be initialed by the person who signs it.

\* For identification purpose only