



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 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 22 AUGUST 2014 (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 Annual General Meeting or _____
of _____
as my/our proxy to attend and act on my/our behalf at the Annual General Meeting of the Company to be held at B2 Boardroom, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 22 August 2014 at 10:00 a.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of the Annual General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2014.		
2A.	To re-elect the following directors (the "Directors") of the Company:		
	a. Mr. Hu Yangjun as executive Director		
	b. Mr. Hu Yishi as executive Director		
	c. Ms. Kwong Wai Man, Karina as executive Director		
	d. Mr. Wu Chi Keung as independent non-executive Director		
2B.	To authorize the board of directors of the Company (the "Board") to appoint additional directors not exceeding the maximum number.		
2C.	To authorize the Board to fix Directors' remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration.		
4A.	To give a general mandate to the Directors to issue and allot shares.		
4B.	To give a general mandate to the Directors to repurchase the Company's own shares.		
4C.	To extend the mandate granted under resolution 4A by including nominal amount of the shares repurchased by the Company pursuant to resolution 4B.		

Dated this _____ day of _____ 2014

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 Annual General Meeting is preferred, strike out the words "the Chairman of the Annual General Meeting or", and insert the name and address of the proxy desired 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 of the Annual General Meeting 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 Annual General Meeting, 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 Annual General Meeting 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.
- 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 Annual General Meeting or any adjourned meeting (as the case may be).
- The proxy need not also be a member of the Company but must attend the Annual General 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 Annual General Meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**