



FORTUNET E-COMMERCE GROUP LIMITED

鑫網易商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1039)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ share(s) (Note 2) of US\$0.01 each (the “Share”) in the issued share capital of FortUNET e-Commerce Group Limited (the “Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company (the “Meeting”) or (Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room 1001-1009, 10/F Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Tuesday, 31 July 2018 at 10:30 a.m. (or at any adjournment thereof), in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit. Words and expressions herein shall bear the same meaning as those defined in the circular dated 5 July 2018 published by the Company.

	RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
1.	“THAT: (a) the Warrant Subscription Agreement (as defined in the circular of the Company dated 5 July 2018 (the “Circular”)), a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purposes, pursuant to which the Company conditionally agreed to issue, and Century Investment (Holding) Limited conditionally agreed to subscribe for, 298,000,000 Warrants (as defined in the Circular) at the Subscription Price (as defined in the Circular) and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified; (b) the Warrant Instrument (as defined in the Circular), a copy of which has been produced to the EGM and marked “B” and initialed by the chairman of the EGM for identification purposes, and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified; (c) the grant of the Specific Mandate (as defined in the Circular) to the directors of the Company to allot and issue the Warrant Shares (as defined in the Circular) at the Strike Price (as defined in the Circular) upon the exercise of the Subscription Rights (as defined in the Circular) be and is hereby approved, and subject to the completion of the Warrant Subscription Agreement, any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to any matter relating to or incidental to the Specific Mandate; and (d) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the Warrant Subscription Agreement, the Warrant Instrument and the transactions contemplated thereunder.”		

Date: _____ Signed: (Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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 issued share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete “the Chairman of the extraordinary general meeting of the Company (the “Meeting”)” and insert the name and address of the desired proxy in the space provided. (ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.)
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote or abstain 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint registered holders, 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 registered 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, the first named being the senior.
7. In order 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 notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.