



Jun Yang Financial Holdings Limited

君陽金融控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

FORM OF PROXY

Form of proxy for use by shareholders of Jun Yang Financial Holdings Limited (“Company”) at the adjourned special general meeting (“Meeting”) to be held at 9:00 a.m. on Friday, 25 September 2015 at President Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong and any adjournment thereof

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of HK\$0.01 each (“Shares”) in the share capital of the Company **HEREBY APPOINT** the Chairman of the Meeting, or ^(notes c and h) _____
of _____
as my/our proxy to attend and to act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolution set out in the notice convening the Meeting (“**Adjourned SGM Notice**”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate box to indicate how you wish your vote to be cast ^(note d).

Ordinary Resolution[#]	For ^(note d)	Against ^(note d)
To approve the SM Placing Agreement (as defined in the circular of the Company dated 8 September 2015 (“ Circular ”)) and all the transactions contemplated thereunder; to grant the Specific Mandate (as defined in the Circular) to the directors of the Company and to authorise any one director of the Company to do all things necessary for implementation thereof.		

[#] Full text of the resolution is set out in the Adjourned SGM Notice dated 8 September 2015.

Dated this _____ day of _____ 2015

Shareholder’s signature: _____ ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy needs not be a member of the Company. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form of proxy is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of such resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that set out in the Adjourned SGM Notice.
- In the case of a joint holding of any Shares, this form of proxy may be signed by any joint holder, but if more than one joint holders are present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs it.