



**Newtree Group Holdings Limited**  
**友川集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1323)**

**PROXY FORM**

**Proxy form for use by the shareholders of Newtree Group Holdings Limited (the “Company”) at the extraordinary general meeting (the “EGM”) to be convened at Suites 3505-08, 35/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong on Thursday, 14 July 2016 at 10:00 a.m. (or any adjournment thereof).**

I/We (Note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note b) \_\_\_\_\_ shares of HK\$0.01 each (the “Shares”) of the Company hereby appoint the chairman of the EGM, or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (Note c) at the EGM to be held at Suites 3505-08, 35/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong on Thursday, 14 July 2016 at 10:00 a.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the ordinary resolution set out in the notice dated 24 June 2016 convening the EGM (the “Notice”) and to vote on my/our behalf as directed below.

	<b>ORDINARY RESOLUTION (Note d)</b>	<b>For (Note e)</b>	<b>Against (Note e)</b>
1.	To approve the Open Offer and the Underwriting Agreement (as respectively defined in the Notice) and the transactions contemplated thereunder (including but not limited to the absence of an excess application arrangement)		

Shareholder’s signature \_\_\_\_\_ (Notes e, f, g, h, i and j)

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2016

*Notes:*

- Full name(s) and address (es) are to be inserted in **BLOCK CAPITALS**.
- 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 in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words “the chairman of the EGM or” and insert the name and address of the person appointed proxy in the space provided.
- The description of the resolution is by way of summary only. The full text appears in the notice convening the EGM.
- Important: 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 returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.**
- A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company as at a class meeting.
- In the case of a joint holding, this form may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The proxy form must be signed by a shareholder, or his 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 or other person so authorised.
- To be valid, this proxy form 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 offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the EGM or any adjourned meeting. Completion and return of this proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs it.