



罕王  
HANKING

# CHINA HANKING HOLDINGS LIMITED

## 中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of a nominal value of HK\$0.10 each in the share capital of China Hanking Holdings Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE AGM** or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at 22nd Floor Conference Room, Hanking Tower, No. 227 Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Friday, 31 May 2013 at 9:00 a.m. (the "AGM") (or at any adjournment thereof) and to vote for me/us on my/our behalf in respect of the resolutions set out in the notice of the meeting as hereinafter indicated, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2012.		
2.	To declare a final dividend for the year ended 31 December 2012.		
3.	(a) (i) To re-elect Ms. Yang Min as a non-executive director of the Company.		
	(ii) To re-elect Mr. Pan Guocheng as an executive director of the Company.		
	(iii) To re-elect Mr. Zheng Xuezi as an executive director of the Company.		
	(iv) To re-elect Mr. Wang Ping as an independent non-executive director of the Company.		
	(b) To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
5.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
	(B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company.		
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 5(B).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2013 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number and of shares of the Company registered in the name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint any person other than the Chairman of the AGM as your proxy, please delete the words "the Chairman of the AGM or" and insert the name and address of the person appointed as proxy in space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK THE BOX(ES) MARKED "AGAINST"**, failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) or abstain from voting at his/their discretion. Your proxy will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- 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 seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with the power of attorney or other authorization document (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof).
- Where there are joint holders of any share of the Company, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the AGM personally or by proxy, the person whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- Any alteration made to this form should be initiated by the person who signs the form.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting should you so wish.