



中國瀚亞
CHINA HANYA

CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

This Form of Proxy is for use by shareholders of China Hanyu Group Holdings Limited (the "Company") at the annual general meeting of the Company to be held at Room 6201, 62/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Wednesday, 22 February 2017 at 10:00 a.m. or at any adjournment thereof (the "AGM").

I/We ^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the capital of the Company hereby appoint _____ of _____

or failing him/her, the chairman of the AGM ^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the AGM as directed below or, if no such direction is given, as my/our proxy shall think fit.

Please indicate with a "✓" in the appropriate boxes how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements, the Directors' report and the independent auditor's report of the Company for the year ended 30 September 2016.		
2.	(i) (a) To re-elect Mr. Liu Sit Lun as Director.		
	(b) To re-elect Mr. Law Kin Wah Kenneth as Director.		
	(c) To re-elect Ms. Sun Wing Man Doris as Director.		
	(d) To re-elect Ms. Yang Haibi as Director.		
	(e) To re-elect Ms. Sun Yuan as Director.		
	(f) To re-elect Mr. Zhang Tianbao as Director.		
	(g) To re-elect Ms. Sun Huiyan as Director.		
(ii) To authorise the board of Directors to fix the Directors' remuneration.			
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix its remuneration.		
4.	To grant a general mandate to the Directors to issue new shares.*		
5.	To grant a general mandate to the Directors to repurchase shares.*		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased.*		

Dated this _____ day of _____ 2017 Signature of Shareholder(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) 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 in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the chairman of the AGM" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than the resolutions referred to in the notice of 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 executed under its Common Seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose names any share stands shall be deemed joint holders thereof.
- 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 that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof and in default thereof this Form of Proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- A shareholder entitled to attend and vote at the AGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the AGM if you so wish.
- Full text of the resolutions is set out in the notice of AGM which is contained in the circular of the Company dated 30 December 2016 and despatched to the shareholders of the Company together with this Form of Proxy.

This Form of Proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.