



BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED
美麗中國控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 706)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING CONVENED TO BE HELD AT UNIT A, 29/F., ADMIRALTY CENTRE 1, 18 HARCOURT ROAD, HONG KONG AT 10:00 A.M. ON MONDAY, 23 DECEMBER 2013 (AND AT ANY ADJOURNED MEETING) (“MEETING”)

I/We (*note a*) _____
of _____
being the holder(s) of _____ (*note b*) shares of Beautiful China Holdings Company Limited (the “**Company**”) hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (*note c*) at the Meeting to be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 23 December 2013 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast (*note d*).

| RESOLUTIONS | | FOR | AGAINST |
|-------------|--|-----|---------|
| 1 | To approve the Proposed Increase in Authorised Share Capital of the Company from HK\$300,000,000 divided into 3,000,000,000 shares of a par value of HK\$0.10 each to HK\$600,000,000 divided into 6,000,000,000 shares of a par value of HK\$0.01 each by creating an additional 3,000,000,000 unissued shares of a par value of HK\$0.10 each. | | |
| 2 | To approve, ratify and confirm the conditional Subscription Agreement dated 16 October 2013 and entered into between the Company as issuer and Leading Value Industrial Limited as subscriber in relation to the subscription of the 2,000,000,000 Subscription Shares at the price of HK\$0.10 per Subscription Share and the transactions contemplated thereunder including but not limited to the allotment and issue of the Subscription Shares to Leading Value Industrial Limited. | | |
| 3 | To approve the Whitewash Waiver in favour of Leading Value Industrial Limited and parties acting in concert with it from making a mandatory offer under the Takeovers Code as a result of Leading Value Industrial Limited subscribing for the Subscription Shares under the Subscription Agreement. | | |

Dated the _____ day of _____ 2013

Shareholder’s signature _____ (*note e, f, g, and h*)

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 form of proxy 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 Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above. Please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or is 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 meeting other than those set out in the notice convening the meeting.
- In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is 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 in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy 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 so authorised.
- To be valid, this form of proxy together with the power or attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the office of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting at the meeting if you so wish.