



**SINO HAIJING HOLDINGS LIMITED**  
**中國海景控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

**FORM OF PROXY**

**This form of proxy is for use at the Annual General Meeting to be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 19 May 2014 at 3:00 p.m. (the “AGM”).**

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_  
shares of HK\$0.025 each in the capital of Sino Haijing Holdings Limited (the “Company”), hereby appoint (Note 3) \_\_\_\_\_  
\_\_\_\_\_ or failing him, the Chairman of the AGM  
as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM and any adjournment thereof on the resolutions as indicated below:

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2013.		
2.	(a) To re-elect Mr. Wang Yi as an executive director of the Company and the board of directors of the Company be authorized to fix his director's remuneration;		
	(b) To re-elect Mr. Lan Yu Ping as a non-executive director of the Company and the board of directors of the Company be authorized to fix his director's remuneration;		
	(c) To re-elect Mr. Ho Ka Wing as an independent non-executive director of the Company and the board of directors of the Company be authorized to fix his director's remuneration;		
3.	To re-appoint Messrs. Mazars CPA Limited as the auditor of the Company and to authorise the board of directors to fix the auditor's remuneration.		
4.	To grant a general mandate to the directors of the Company to issue shares.		
5.	To grant a general mandate to the directors of the Company to repurchase shares.		
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased.		
7.	(a) Every five (5) issued and unissued ordinary shares of HK\$0.025 each (each an “Existing Share”) in the capital of the Company be consolidated into one (1) share of HK\$0.125 (each a “Consolidated Share”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;		
	(b) All fractions of the Consolidated Shares to which holders of issued shares of HK\$0.125 each in the capital of the Company would otherwise be entitled, if any, shall be aggregated, sold and retained for the benefit of the Company; and		
	(c) The directors of the Company (the “Directors”) be and are generally authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Shareholder's signature (Note 5) \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) 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 Company registered in your name(s).
- Please insert the name of proxy desired. 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(s) who signs it. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and in such event, the proxy shall be deemed to be revoked.
- Please indicate with an (X) in appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting 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 its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 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 certified copy of such power of authority shall be deposited with the Company for the attention of the Company Secretary at the Company's principal place of business at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof.
- A proxy need not be a member of the company but must attend the AGM in person to represent you.