



Yip's Chemical Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 408)

(the "Company")

PROXY FORM FOR THE ANNUAL GENERAL MEETING OF 24 JUNE 2014

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.10 each in the capital of the Company
hereby appoint the Chairman of the Meeting, or ⁽³⁾ _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (and at any adjournment thereof) to be held on Tuesday, 24 June 2014 at 2:00 p.m. at Monaco Room, B1, Regal Hong Kong Hotel, 88 Yee Woo Street, Causeway Bay, Hong Kong and to vote in respect of the following resolutions as indicated:

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company ("Directors") and the independent auditors of the Company ("Auditors") for the year ended 31 December 2013.		
2.	To approve the final dividend of HK15.0 cents per share for the year ended 31 December 2013.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditors and to authorise the board of Directors to fix their remuneration.		
4.	(a) To elect Mr. Kwong Kwok Chiu as an executive Director.		
	(b) To re-elect Mr. Yip Tsz Hin as an executive Director.		
	(c) To re-elect Mr. Ku Yuen Fun as an independent non-executive Director.		
	(d) To re-elect Mr. Ng Siu Ping as an independent non-executive Director.		
5.	To re-elect Mr. Wong Kong Chi as an independent non-executive Director.		
6.	To authorise the board of Directors to fix the Directors' remuneration.		
7.	To grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company up to a maximum of 20% of the issued share capital of the Company (the "General Allotment Mandate") as set out in item 7 of the Notice of Annual General Meeting dated 22 April 2014.		
8.	To grant the repurchase mandate to the Directors to repurchase shares of the Company up to a maximum of 10% of the issued share capital of the Company (the "Repurchase Mandate") as set out in item 8 of the Notice of Annual General Meeting dated 22 April 2014.		
9.	To approve the addition to the General Allotment Mandate the number of shares repurchased by the Company under the Repurchase Mandate (the "General Extension Mandate") as set out in item 9 of the Notice of Annual General Meeting dated 22 April 2014.		

Dated, _____ 2014 Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____
(Full name in block capitals)

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).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy needs not be a member of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please indicate with an "x" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with an "x" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
- In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with the valid power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the head office and principal place of business of the Company at Yip's Chemical Building, 13 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, the form of proxy will be deemed to have been revoked.