



富貴鳥股份有限公司  
FUGUINIAO CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1819)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
FOR THE YEAR 2014

Number of shares to which this proxy form relates <sup>(Note 1)</sup>	
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I/we <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H shares/domestic shares <sup>(Note 3)</sup> of  
RMB1.00 each in the share capital of Fuguiniao Co., Ltd. (the "Company", together with its subsidiaries, the "Group"), hereby  
appoint the chairman of the meeting, or <sup>(Note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the  
"AGM") to be held at the meeting room of 4th Floor, Office Building, Fuguiniao Industrial Park, East Section, Baqi Road, Shishi  
City, Fujian Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Monday, 11 May 2015 or at any adjournment  
thereof as indicated hereunder in respect of the resolutions set out in the notice of AGM. In the absence of any indication, the  
proxy may vote at his/ her own discretion.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To receive, consider and approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2014;		
2.	To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2014;		
3.	To receive, consider and approve the annual report of the Company for the year ended 31 December 2014;		
4.	To receive, consider and approve the Group's audited consolidated financial statements for the year ended 31 December 2014;		
5.	To consider and approve the Company's profit distribution plan for the year ended 31 December 2014, namely, the proposed distribution of a final dividend of RMB0.35 per ordinary share (before tax) and RMB187,218,220 in aggregate (before tax) for the year ended 31 December 2014;		
6.	To consider and authorise the Board to determine the interim profit distribution plan of the Company for the year 2015;		
7.	To consider and approve the Company's external auditors' fees for the year ended 31 December 2014;		
8.	To consider and approve the re-appointment of KPMG as the Company's external auditors for a term until the conclusion of the annual general meeting of the Company to be held in 2016, and to authorize the Board and authorised person of the Board to determine its remuneration;		

Ordinary Resolutions			For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
9.	(a)	To consider and approve the re-election of Ms. Chan Wah Man, as an independent non-executive Director;		
	(b)	To consider and authorise the remuneration committee of the Board to determine, upon the re-election of Ms. Chan as the independent non-executive Director being approved at the AGM, the remuneration of Ms. Chan since 30 June 2014 according to the Company's internal policies;		
	(c)	To consider and authorise the Chairman (the "Chairman") of the Board or any executive Director to enter into a service contract with Ms. Chan and handle all other relevant matters on behalf of the Company upon the re-election of Ms. Chan being approved at the AGM;		
10.	(a)	To consider and approve the facility financing by the Company; and		
	(b)	To consider and approve the Chairman and other authorised representatives of the Chairman to handle all relevant matters in relation to the facility financing.		

Date: \_\_\_\_\_ 2015

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

Notes:

- Please insert the number and class of shares of the Company registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those shares. If no number and class are inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **BLOCK** letters.
- Please insert the number of shares of the Company registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words "THE CHAIRMAN OF THE MEETING, OR" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the "Shareholder") may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
- In the case of joint holders of any shares of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the AGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the registered address of the Company in the PRC at Fuguiniao Industrial Park, East Section, Baqi Road, Shishi City, Fujian Province, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time fixed for holding the AGM.
- The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the AGM.