



# ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

## 正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3363)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 3 p.m. on Friday, 29 May 2015 at 3/F, Nexxus Building, Des Voeux Road Central, Central, Hong Kong (or any adjournment thereof)

I/We (Note a) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_

(Note b) shares of HK\$0.10 each in the capital of Zhengye International Holdings Company Limited (the "Company") hereby appoint the Chairman of the annual general meeting of the Company (the "Meeting") or \_\_\_\_\_

of \_\_\_\_\_  
to act as my/our proxy (Note c) to attend for me/us at the Meeting to be held at 3:00 p.m. on Friday, 29 May 2015 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR (note d)	AGAINST (note d)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditors of the Company for the year ended 31 December 2014		
2.	(a) To re-elect Mr. Hong Guanghua as an executive Director		
	(b) To re-elect Mr. Zhang Xiaoming as an executive Director		
	(c) To re-elect Mr. Hu Hancheng as an executive Director		
	(d) To re-elect Mr. Hu Hanxiang as a non-executive Director		
	(e) To re-elect Prof. Zhu Hongwei as an independent non-executive Director		
	(f) To authorise the board of Directors to fix the remunerations of the Directors		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue and deal with the unissued shares of HK\$0.10 each in the share capital of the Company, the aggregate nominal amount of which shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
5.	To grant a general mandate to the Directors to repurchase the Company's shares up to 10% of the issued share capital of the Company as at the date of passing of this resolution		
6.	To add the nominal amount of the shares in the Company purchased by the Company to the general mandate granted to the Directors under resolution no.5 above		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Shareholder's signature x \_\_\_\_\_ x (Notes e, f, g, h and i)

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (the "Shares") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares 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 annual general meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed 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 the form of proxy 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 if 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.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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 notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited (the "Branch Share Registrar"), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.**
- For the purpose of determining holders of Shares who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 26 May 2015 to Friday, 29 May 2015 (both days inclusive), during which period no transfer of the Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at the above address by no later than 4:30 p.m. on Friday, 22 May 2015.