



宏华集团
HONGHUA GROUP

Honghua Group Limited

宏華集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock code: 196)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 16 FEBRUARY 2017 AT 10:00 A.M.

I/We ^(Note 1) _____

of _____

being the registered holder(s) of _____ shares ^(Note 2)

of HK\$0.1 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3)

or _____

of _____

as my/our proxy to attend the Extraordinary General Meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at Novotel Century Hong Kong, 238 Jaffe Road, Wan Chai, Hong Kong on Thursday, 16 February 2017 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 24 January 2017 (the "Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

RESOLUTIONS ^{Note 11}		FOR	AGAINST
1.	(a) To approve, confirm and ratify the CASIC Subscription Agreement (as defined in the Notice) and the transactions contemplated thereunder; (b) to authorise any director of the Company ("Director") to perform all acts, deeds and things, and execute all documents as considered necessary to give effect to the CASIC Subscription Agreement or any transactions contemplated thereunder and agree to and make such variations, amendments or waivers of any of the matters relating thereto; and (c) to grant the Directors a specific mandate to allot and issue the CASIC Subscription Shares (as defined in the Notice) pursuant to the terms and conditions of the CASIC Subscription Agreement.		
2.	(a) To approve, confirm and ratify the Jianhong Subscription Agreement (as defined in the Notice) and the transactions contemplated thereunder; (b) to authorise any Director to perform all acts, deeds and things, and execute all documents as considered necessary to give effect to the Jianhong Subscription Agreement or any transactions contemplated thereunder and agree to and make such variations, amendments or waivers of any of the matters relating thereto; and (c) to grant the Directors a specific mandate to allot and issue the Jianhong Subscription Shares (as defined in the Notice) pursuant to the terms and conditions of the Jianhong Subscription Agreement.		

Dated this _____ day of _____, 2017

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 Meeting.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- On a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- Please see full wording of the resolutions as set out in the Notice.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Computershare Hong Kong Investor Services Limited at the above address.