



Yadea Group Holdings Ltd.
雅迪集團控股有限公司

(incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1585)

**FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING
TO BE HELD ON TUESDAY, 6 JUNE 2017**

I/We ^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.00001 each in the capital of
Yadea Group Holdings Ltd. (the "Company") hereby appoint ^(Note 3) _____
of ^(Note 3) _____

or failing him/her, the chairman of the annual general meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 6 June 2017 at 9:30 a.m. (the "Annual General Meeting"), and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the Annual General Meeting and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the Annual General Meeting in such manner as he/she thinks fit.

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2016.		
2.	To declare a final dividend of 4.0 HK cents per Share for the year ended 31 December 2016.		
3.	(a) To re-elect the following retiring directors of the Company (the "Directors") who are standing for re-election at the Annual General meeting:		
	(i) Mr. Dong Jinggui as an executive Director;		
	(ii) Ms. Qian Jinghong as an executive Director;		
	(iii) Mr. Liu Yeming as an executive Director;		
	(iv) Mr. Shi Rui as an executive Director;		
	(v) Mr. Shen Yu as an executive Director;		
	(vi) Mr. Li Zongwei as an independent non-executive Director;		
	(vii) Mr. Wu Biguang as an independent non-executive Director; and		
	(viii) Mr. Yao Naisheng as an independent non-executive Director.		
	(b) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint Ernst & Young as auditor of the Company and authorise the Board to fix their remuneration.		
5.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of the issued shares of the Company (the "Issue Mandate").		
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the number of the issued shares of the Company.		
	(C) To extend the Issue Mandate by the number of shares repurchased by the Company.		

Dated this _____ day of _____, 2017

Signature(s) ^(Note 6) _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of Annual General Meeting will act as your proxy.
- The above description of the proposed ordinary resolutions by way of summary only. The full text appears in the notice of the Annual General Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company.