



寶業集團股份有限公司

BAOYE GROUP COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 2355)

Proxy Form for the Annual General Meeting

No. of shares to which this proxy relates ¹	
Type of shares (Domestic Shares or H Shares of the Company) to which this proxy relates ¹	

I/We² _____
 (of _____)
 being the registered holder(s) of Domestic Share(s)/H Share(s)³ in Baoye Group Company Limited* (the "Company") hereby appoint the Chairman of the meeting or⁴ _____
 (of _____)
 as my/our proxy(ies) at the Annual General Meeting (the "AGM") of the Company to be held at 2nd Floor, Baoye Group, No. 501, Shanyin West Road, Keqiao District, Shaoxing City, Zhejiang Province, the People's Republic of China at 9:00 a.m. on 14 June 2014 or any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolution set out in the notice of AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		For ⁵	Against ⁵
1	To consider and approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2013		
2	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2013		
3	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") and the report of the auditors of the Company for the year ended 31 December 2013		
4	To authorise the Board to decide the matters relating to the payment of final dividend for the year ended 31 December 2013		
5A	To re-appoint PricewaterhouseCoopers as the Company's international auditors and to authorise the Board to fix their remuneration		
5B	To re-appoint PricewaterhouseCoopers Zhongtian CPAs as the Company's PRC statutory auditors and to authorise the Board to fix their remuneration		
6	To consider and approve the re-election of the Company's fifth Board of Directors		
6A	To consider and approve the re-election of Mr. Pang Baogen as an executive Director of the Company and to authorise the Board to fix his remuneration		
6B	To consider and approve the re-election of Mr. Gao Lin as an executive Director of the Company and to authorise the Board to fix his remuneration		
6C	To consider and approve the re-election of Mr. Gao Jiming as an executive Director of the Company and to authorise the Board to fix his remuneration		
6D	To consider and approve the re-election of Mr. Gao Jun as an executive Director of the Company and to authorise the Board to fix his remuneration		

* For identification purposes only

ORDINARY RESOLUTIONS		For ⁵	Against ⁵
6E	To consider and approve the re-election of Mr. Jin Jixiang as an executive Director of the Company and to authorise the Board to fix his remuneration		
6F	To consider and approve the re-election of Mr. Fung Ching, Simon, as a non-executive Director of the Company and to authorise the Board to fix his remuneration		
6G	To consider and approve the re-election of Mr. Chan Yin Ming, Dennis as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration		
6H	To consider and approve the re-election of Mr. Wang Youqing as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration		
6I	To consider and approve the re-election of Mr. Zhao Rulong as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration		
7	To consider and approve the election of the Company's fifth Supervisory Committee		
7A	To consider and approve the re-election of Mr. Kong Xiangquan as a supervisor of the Company and to authorise the Board to fix his remuneration		
7B	To consider and approve the election of Mr. Xu Gang as a supervisor of the Company and to authorise the Board to fix his remuneration		
7C	To consider and approve the election of Mr. Wang Jianguo as a supervisor of the Company and to authorise the Board to fix his remuneration		
7D	To consider and approve the re-election of Mr. Li Yongsheng as an independent supervisor of the Company and to authorise the Board to fix his remuneration		
7E	To consider and approve the re-election of Mr. Zhang Xindao as an independent supervisor of the Company and to authorise the Board to fix his remuneration		
8	To consider and approve any motion proposed by any shareholder of the Company holding 5% or more of the share with voting rights at such meeting, if any		
SPECIAL RESOLUTIONS			
9	To consider and approve the amendments to the articles of association (Details of which are set out in the circular of the Company dated on 25 April 2014)		
10	To consider and approve the general mandate to allot and issue new shares		
11	To consider and approve the general mandate to repurchase H shares		

Date: _____

Signature(s): _____

Holder(s) of Domestic Shares or H Shares

Notes:

- Please insert the number of Domestic Shares or H Shares relates to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all such shares in the capital of the Company registered in your name(s).
- Full name(s) (in Chinese and English) and registered address(es) (as shown in the register of member(s)) to be inserted in **BLOCK LETTERS**.
- Please delete as appropriate.
- A proxy need not be a member of the Company. A holder of Domestic Shares or H Shares is entitled to appoint a proxy to attend and vote on his/her behalf. If such an appointment is made, you may delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a "✓" in the appropriate space how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice of the AGM.
- In the case of joint holders, the vote of the senior who tenders as vote, whether in person or by proxy or by representative, will be accepted to the execution of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. If the proxy form is signed by your attorney, the written authorisation or other authorisation documents of such attorney should be notarised.
- In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company to the H Shares registrar of the Company, Tricolor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, and for holders of Domestic Shares of the Company, to the address of the Company at No. 501 Shanyin West Road, Keqiao District, Shaoxing City, Zhejiang Province, the People's Republic of China (Post Code: 312030) not less than 48 hours before the time for holding the meeting or not less than 48 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM if you so wish.