



# EVERGREEN INTERNATIONAL HOLDINGS LIMITED

長興國際(集團)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 238)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.001 each  
in the share capital of Evergreen International Holdings Limited (the "Company"), hereby appoint the Chairman of the meeting<sup>(Note 3)</sup>  
or \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting of the Company to be  
held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 7  
June 2016 at 11:00 a.m. (the "AGM") (or at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

No.	RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and of the auditors of the Company for the year ended 31 December 2015.		
2.	(a) To re-elect Mr. Chen Minwen as an executive Director.		
	(b) To authorize the board of Directors (the "Board") to fix the respective Directors' remuneration.		
3.	To elect Mr. Ng Wing Fai as an independent non-executive Director and to authorize the Board to fix his remuneration.		
4.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (the "Shares") of not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution.		
6.	To grant a general mandate to the Directors to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors by resolution no. 5 to issue Shares by adding the number of Shares repurchased by the Company pursuant to the general mandate granted by resolution no. 6.		

Date: \_\_\_\_\_ 2016

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares 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).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint a proxy/more than one proxy to attend and vote on his/her behalf, 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. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **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".** If no direction is given, your proxy will vote or abstain at his/her discretion.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In 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 on the Register of Members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
8. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.