# 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 Class Meeting for Holders of H Shares

| No. of H Shares to which this proxy relates[1] | |
|---|---|

I/We[2] _____

(of _____ )

being the registered holder(s) of H Share(s) in Baoye Group Company Limited (the "**Company**") hereby appoint the Chairman of the meeting or [3] _____

(of _____ )

as my/our proxy(ies) at the Class Meeting for Holders of H Shares of the Company (the "**Class Meeting**") 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 11:00 a.m. on 13 June 2017 (or immediately after the annual general meeting of the Company to be convened and held on the same date and at the same place) or any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the special resolution set out in the notice of Class Meeting for Holders of H Shares as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

| | **SPECIAL RESOLUTION** | **For[4]** | **Against[4]** |
|---|---|---|---|
| 1 | To authorise the board of directors of the Company to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the Class Meeting | | |

Date: _____    Signature(s): _____

*Notes:*

1. Please insert the number of H Shares of the Company (the "**H Share(s)**") 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).

2. 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**.

3. A proxy need not be a member of the Company. A holder of 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.**

4. 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 Class Meeting other than those referred to in the notice of the Class Meeting.

5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion 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.

6. 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.

7. In order to be valid, the proxy form must be deposited by hand or by post to the H Shares registrar of the Company, Tricor Tengis Limited, at level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong 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.

8. Completion and delivery of the proxy form will not preclude you from attending and voting at the Class Meeting if you so wish.

\* *For identification purposes only*