

# BaWang International (Group) Holding Limited

## 霸王國際(集團)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01338)

### Proxy Form for use at the annual general meeting to be held on 1 June 2012

I/We<sup>1</sup>, \_\_\_\_\_  
of<sup>2</sup> \_\_\_\_\_  
being the registered holder(s) of<sup>3</sup> \_\_\_\_\_  
share(s) of HK\$0.10 each in the capital of **BaWang International (Group) Holding Limited** (the “Company”) hereby appoint<sup>4</sup>  
\_\_\_\_\_ of \_\_\_\_\_

or failing him/her, the chairman of the Annual General Meeting, as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Ballroom A, Island Shangri-La Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:00 a.m. on Friday, 1 June 2012, and at any adjournment thereof.

	Resolutions	For <sup>5</sup>	Against <sup>5</sup>
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the “Director(s)”) and auditors of the Company (the “Auditors”) for the year ended 31 December 2011.		
2.	(A) (i) To re-elect Mr. SHEN Xiaodi as executive Director.		
	(ii) To re-elect Mr. WONG Sin Yung as executive Director.		
	(iii) To re-elect Mr. LI Bida as independent non-executive Director.		
	(B) To authorise the board of Directors (the “Board”) to determine the directors’ remuneration.		
3.	To re-appoint KPMG as Auditors and authorise the Board to determine their remuneration.		
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
	(B) To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
5.	To extend the general mandate to the Directors to issue shares by the addition thereto the shares repurchased by the Company under the ordinary resolution No. 4(B) above.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature(s)<sup>6</sup> \_\_\_\_\_

#### Notes:

1. Please insert your name(s) in full in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert your address in **BLOCK CAPITALS**.
3. 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 in the capital of the Company registered in your name(s).
4. Please insert full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote 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.
6. This proxy must be signed either by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17Mth Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
8. In case of joint holders of a share, the vote of the person whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Any alternations made in this form should be initialed by the person who signs it.
11. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
12. Pursuant to Rule 13.39(4) of the Rules of Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and Article 66 of the Articles of Association of the Company, all votes of shareholders at the meeting will be taken by poll.