



LI NING COMPANY LIMITED

李寧有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2331)

FORM OF PROXY

I/We,⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ shares of HK\$0.10 each _____
in the capital of Li Ning Company Limited (the “Company”), hereby appoint⁽³⁾ the chairman of the meeting
or _____
of _____
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company (“EGM”) to be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 21 February 2013 at 11:00 a.m. and at any adjournment thereof, to vote for me/us and in my/our names in respect of the resolution as set out in the notice of EGM of the Company (the “EGM Notice”) as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ⁽⁴⁾	Against ⁽⁴⁾
To amend the definition of “Right Issue” in the general mandate to issue shares which was granted to the directors of the Company at the annual general meeting of the Company on 11 May 2012.		

Signature⁽⁶⁾ _____

Dated this _____ day of _____ 2013

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 in the Company registered in your name(s).
- (3) If any proxy other than the chairman of the meeting is preferred, delete the words “the chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person(s) who signs it.
- (4) Please indicate with an “X” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain, at his discretion.
- (5) The full text of the resolution is set out in the notice of the extraordinary general meeting of the Company dated 28 January 2013, which is also available at the Company’s website at www.lining.com.
- (6) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) In the 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 the votes of the other joint holders. 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.
- (8) To be valid, this 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 or authority shall be deposited at the Company’s Hong Kong branch 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 the holding of the above meeting or any adjournment thereof.
- (9) A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
- (10) The chairman of the meeting will demand a poll on the resolution submitted for determination at the above meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her/it. The results of the poll will be published on the websites of the Company and The Stock Exchange of Hong Kong Limited at www.lining.com and www.hkexnews.hk respectively.