



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 vote for me/us and on my/our behalf at the annual general meeting of the Company (“**AGM**”) to
be held at Shanghai Room I-II, Level 8, Langham Place Hotel Hong Kong, 555 Shanghai Street, Mongkok, Kowloon, Hong
Kong on Friday, 30 May 2014 at 11:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS ⁽⁵⁾		For ⁽⁴⁾	Against ⁽⁴⁾
1.	To receive and adopt the audited financial statements and reports of the directors and the auditor of the Company for the year ended 31 December 2013.		
2(i).	(a) To re-elect Mr. Zhang Zhi Yong as an executive director of the Company (the “ Director ”).		
	(b) To re-elect Mr. Chen Yue, Scott as a non-executive Director.		
	(c) To re-elect Ms. Wang Ya Fei as an independent non-executive Director.		
2(ii).	To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.		
3.	To re-appoint Messrs. PricewaterhouseCoopers, Certified Public Accountants, as the auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company (“ Shares ”).		
5.	To give a general mandate to the Directors to repurchase Shares.		
6.	To extend the general mandate granted to the Directors under Resolution no.4 by adding the Shares repurchased by the Company pursuant to the general mandate granted to the Directors under Resolution no.5.		
7.	(a) To approve and adopt the new share option scheme of the Company.		
	(b) To terminate the existing share option scheme of the Company.		

Date: _____ 2014 Signature⁽⁶⁾ _____

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 registered in your name(s).
- (3) If any proxy other than the chairman of the meeting is preferred, please 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 “✓” in the appropriate space beside each of the resolutions 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. A proxy will also be entitled to vote or abstain at his discretion on any resolution (or amendment thereto) properly put to the meeting other than those set out in the notice of the AGM.
- (5) The full text of the resolutions are set out in the notice of the AGM dated 10 April 2014.
- (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 executed 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 AGM or any adjournment thereof.
- (9) A shareholder who is holder of two or more Shares may appoint one or more proxies to attend the meeting and vote for him provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.