



# 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,<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares  
of HK\$0.10 each in the capital of Li Ning Company Limited (the “Company”), hereby appoint <sup>(3)</sup> 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 extraordinary general meeting of the Company  
(“EGM”) to be held at Star Room, Level 42, Cordis, Hong Kong at Langham Place, 555 Shanghai Street, Mongkok,  
Kowloon, Hong Kong on Friday, 4 December 2015 at 10:00 a.m. and at any adjournment thereof on the undermentioned  
resolutions as indicated:

ORDINARY RESOLUTIONS <sup>(5)</sup>		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	(i) To approve, confirm and ratify the Share Sale contemplated under the Share Transfer Agreement.		
	(ii) To authorize any one or more directors of the Company (“Director(s)”) to exercise all the powers of the Company for the purposes of carrying out or giving effect to or in connection with the Share Sale contemplated under the Share Transfer Agreement.		
2.	(i) To approve, confirm and ratify the grant and exercise of the Put Option contemplated under the Option Agreement.		
	(ii) To authorize any one or more Directors to exercise all the powers of the Company for the purposes of carrying out or giving effect to or in connection with the grant and exercise of the Put Option contemplated under the Option Agreement.		

Date: \_\_\_\_\_ 2015 Signature <sup>(6)</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 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 EGM.
- (5) The full text of the resolutions are set out in the notice of the EGM dated 18 November 2015. Unless otherwise indicated, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 18 November 2015.
- (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 registrars, 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 EGM 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 shareholder of the Company but must attend the relevant meeting in person to represent you.