

CHINA JINHAI INTERNATIONAL GROUP LIMITED

中國金海國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

(Stock Code of Warrants: 1436)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of proxy for use by shareholders of China Jinhai International Group Limited (the “Company”) at the special general meeting (the “Meeting”) of the Company to be held at Falcon Room 1, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 23 July 2015 at 9:30 a.m. (or any adjournment thereof)

I/We, ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each in the capital of the Company,
HEREBY APPOINT the chairman of the Meeting or ⁽³⁾ _____
of _____
or failing him, _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Falcon Room 1, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 23 July 2015 at 9:30 a.m., for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁽⁵⁾		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	(a) To approve, confirm and ratify the Whitewash Waiver (as defined in the circular of the Company dated 7 July 2015 (the “Circular”)) granted or to be granted by the Executive (as defined in the Circular) to Mr. Wei Zhenyu (韋振宇) (being the Subscriber referred to in the Circular) and parties acting in concert with him, and to authorize any one director of the Company to do all such things and take all such action and execute all documents as he may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver; (b) to approve, confirm and ratify the Subscription Agreement (as defined in the Circular) and the Specific Mandate (as defined in the Circular), and to authorize any one director of the Company to do all such things and take all such action and execute all documents as he may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Subscription Agreement and the Specific Mandate, and further to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate; and (c) to authorize any one director of the Company to do all such acts and things and execute such documents and take all steps which, in his opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the Whitewash Waiver, the Subscription Agreement and the Specific Mandate for and on behalf of the Company.		
2.	To appoint Mr. Wei Zhenyu (韋振宇) as an executive director and authorize the board of directors of the Company to fix his remuneration.		
3.	To appoint Ms. Zhang Yiwen (張一文) as an executive director and authorize the board of directors of the Company to fix her remuneration.		
4.	To re-elect Mr. Wang Haixiong (王海雄) as an executive director and to authorize the board of directors of the Company to fix his remuneration.		

Dated _____ July 2015 Shareholder's signature ⁽⁶⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- (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 is preferred, strike out “the chairman of the Meeting or” and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **If you wish to vote for the resolution(s) set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution(s), please tick (“✓”) the box marked “Against”.** If the form returned is duly signed but without specific direction on any of the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of the resolution(s). A proxy will also be entitled to vote at his discretion on any resolution(s) properly put to the Meeting other than that set out in the notice convening the Meeting.
- (5) The full text of each of the resolutions appears in the notice of the Meeting incorporated in the circular of the Company dated 7 July 2015 (the “Circular”). Unless otherwise stated, capitalized terms used in the Circular have the same meanings when used in this proxy form.
- (6) This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or, if the shareholder is a corporation, it must be executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (7) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote on his behalf. A proxy need not be a shareholder. In the case of joint registered holders, if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (8) In order to be valid, this form of proxy must be completed and deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude any shareholder from attending and voting in person at the Meeting (or any adjournment thereof). In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.

* For identification purposes only