

# 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 25 May 2010

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 Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong at 11:00 a.m. on  
Tuesday, 25 May 2010, and at any adjournment thereof.

	Resolutions	For <sup>5</sup>	Against <sup>6</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2009		
2.	To declare a final dividend		
3.	To declare a special dividend		
4.	(a) To re-elect Ms. WAN Yuhua as executive director and authorize the Board of Directors to determine his remuneration		
	(b) To re-elect Mr. SHEN Xiaodi as executive director and authorize the Board of Directors to determine his remuneration		
	(c) To re-elect Mr. WONG Sin Yung as executive director and authorize the Board of Directors to determine his remuneration		
	(d) To re-elect Ms. GUO Jing as non-executive director and authorize the Board of Directors to determine his remuneration		
	(e) To re-elect Mr. NGAI Wai Fung as independent non-executive director and authorize the Board of Directors to determine his remuneration		
	(f) To re-elect Mr. LI Bida as independent non-executive director and authorize the Board of Directors to determine his remuneration		
	(g) To re-elect Mr. CHEN Kaizhi as independent non-executive director and authorize the Board of Directors to determine his remuneration		
5.	To re-appoint KPMG as auditors and authorize the Board of Directors to determine their remuneration		
6A.	To grant a general mandate to the Directors to issue shares not exceeding 20% of the aggregate nominal amount of the issued share capital under the ordinary resolution No. 6A of the notice of Annual General Meeting		
6B.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital under the ordinary resolution No. 6B of the notice of Annual General Meeting		
7.	To extend the general mandate to be given to the Directors to issue shares by the addition thereto the shares repurchased by the Company under the ordinary resolution No. 7 of the notice of Annual General Meeting		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

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

#### Notes:

1. Please insert your name(s) in full in **BLOCK CAPITALS**.
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 MEETING WILL ACT AS YOUR PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST A 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 by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
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 17M 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, all votes of shareholders at the meeting will be taken by poll.