

# EYANG

## EYANG HOLDINGS (GROUP) CO., LIMITED

### 宇陽控股(集團)有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 117)

### PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") to be convened at the conference room on 1/F of EYANG Building, No. 3, Qimin Road, Langshan Road 2, North of High and New Tech Zone, Nanhsan District, Shenzhen, PRC on Tuesday, 24 December 2013 at 11:00 a.m..

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b) shares of  
HK\$0.01 each in the share capital of EYANG Holdings (Group) Co., Limited (the "Company") hereby appoint the chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting of the Company to be held at the conference room on 1/F of EYANG Building, No. 3, Qimin Road, Langshan Road 2, North of High and New Tech Zone, Nanhsan District, Shenzhen, PRC on Tuesday, 24 December 2013 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 9 December 2013 unless context requires otherwise.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

	ORDINARY RESOLUTION	FOR	AGAINST
i.	the conditional sale and purchase agreement (the "Agreement") dated 15 November 2013 entered into between 深圳市威長新能源有限公司 (Shenzhen Weichang New Energy Co., Limited), an indirect wholly-owned subsidiary of the Company, as vendor and 深圳市宇陽投資集團有限公司 (Shenzhen Eyang Investment Group Limited), Ms. Shuang Mei and Mr. Liao Jie as purchasers (a copy of which has been produced to the meeting marked "A" and initialed by the chairman of the meeting for the purpose of identification) in relation to (i) the disposal of the entire equity interest in 深圳市宇陽能源有限公司 (Shenzhen Eyang Energy Company Limited); and (ii) certain amendments to the terms of the sale and purchase agreement dated 25 September 2012 entered into between 深圳市宇陽投資集團有限公司 (Shenzhen Eyang Investment Group Limited), Ms. Shuang Mei and Mr. Liao Jie as vendors and 深圳市威長新能源有限公司 (Shenzhen Weichang New Energy Co., Limited) as purchaser and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and		
ii.	any one or more of the director(s) of the Company be and is/are hereby authorization to do all such acts and things and execute all such documents which he/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder.		

Shareholder's signature \_\_\_\_\_ (notes e, f, g and h)

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2013

#### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any resolutions, please tick ("✓") the box(es) marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- 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 must be deposited at the offices of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialed by the person who signs the form.

\* For identification purpose only