



# YIHAI INTERNATIONAL HOLDING LTD.

## 頤海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1579)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We (Name) \_\_\_\_\_ (Block capitals, please) of (Address) \_\_\_\_\_

\_\_\_\_\_ being the holder(s) of

\_\_\_\_\_ (see Note 1) shares of US\$0.00001 each in the capital of Yihai International Holding Ltd. (the "Company") hereby appoint the chairman of the annual general meeting (the "Chairman") (see Note 2) or

(Name) \_\_\_\_\_ of (Address) \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Fourth Meeting Room, 4/F, The Hot Spring Hotel of the Hot Club Beijing, No. 12 Fangxing Park Area II, Fangzhuang, Fengtai District, Beijing, PRC on Wednesday, 31 May 2017 at 10 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

	Ordinary Resolutions (see Note 3)	For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2016.		
2.	To re-elect Ms. Dang Chunxiang as a director and authorise the board of directors of the Company (the "Board") to fix her remuneration.		
3.	To re-elect Mr. Sun Shengfeng as a director and authorise the Board to fix his remuneration.		
4.	To re-elect Mr. Pan Di as a director and authorise the Board to fix his remuneration.		
5.	To re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration.		
6.	To declare a final dividend of HK\$4.0226 cents per share for the year ended 31 December 2016.		
7.	To grant a general mandate to the directors (the "Directors") to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
8.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the issued share capital of the Company.		
9.	To extend the authority grant to the Directors pursuant to ordinary resolution No. 7 to issue shares by adding to the issued share capital of the Company the number of shares bought back under ordinary resolution No. 8.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017 Signature(s) \_\_\_\_\_ (see Note 5)

**Notes:**

- 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. A member may appoint more than one proxy of his/her own choice. If you wish to appoint some person other than the Chairman as your proxy, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS YOUR PROXY.** Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.