

華耐控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1020)

SECOND PROXY FORM

Second Proxy Form for use by shareholders at the annual general meeting to be convened at The Focal Point, Level 10, World-wide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 26 May 2011 at 10:30 a.m. (or any adjournment thereof)

I/We (note a)

of being the registered holder(s) of (note b) shares of HK\$0.1 each in the capital of Sinoref Holdings Limited ("Company") hereby appoint the Chairman of the Meeting (note c) or of to act as my/our proxy at the annual general meeting (the "Meeting") of the Company to be held at The Focal Point, Level 10, World-wide

House, 19 Des Voeux Road Central, Hong Kong on Thursday, 26 May 2011 at 10:30 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

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

RESOLUTIONS		FOR	AGAINST
1. To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2010			
To approve the declaration of a final dividend for the year ended 31 December 2010			
(a)	To re-elect Mr. Xu Yejun as director		
(b)	To re-elect Dr. Zhang Lanyin as director		
(c)	To re-elect Mr. Tsui Siu Hang, Steve as director		
(d)	To authorise the board of directors to fix the directors' remuneration		
4. To re-appoint the auditors and to authorise the board of directors to fix their remuneration			
5. To grant a general mandate to the directors to allot, issue or otherwise deal with the Company's shares			
To grant a general mandate to the directors to repurchase the Company's shares			
To extend the general mandate granted to the directors to issue the Company's shares by the number of shares repurchased			
	To a Dece (a) (b) (c) (d) To refremu To gr with To g share	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2010To approve the declaration of a final dividend for the year ended 31 December 2010(a)To re-elect Mr. Xu Yejun as director(b)To re-elect Dr. Zhang Lanyin as director(c)To re-elect Mr. Tsui Siu Hang, Steve as director(d)To authorise the board of directors to fix the directors' remunerationTo re-appoint the auditors and to authorise the board of directors to fix their remunerationTo grant a general mandate to the directors to allot, issue or otherwise deal with the Company's sharesTo grant a general mandate to the directors to repurchase the Company's shares	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2010 To approve the declaration of a final dividend for the year ended 31 December 2010 (a) To re-elect Mr. Xu Yejun as director (b) To re-elect Dr. Zhang Lanyin as director (c) To re-elect Mr. Tsui Siu Hang, Steve as director (d) To authorise the board of directors to fix the directors' remuneration To re-appoint the auditors and to authorise the board of directors to fix their remuneration To grant a general mandate to the directors to repurchase the Company's shares To grant a general mandate to the directors to repurchase the Company's shares

Signature: Notes.

a.

(notes e, f, g and h)

Date:

- Full name(s) and address(es) are to be inserted in BLOCK LETTERS. The names of all joint registered holders should be stated.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c.
- 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 as your proxy in the space provided. If you wish to vote for any of the resolutions set out above, please tick (" \checkmark ") the boxes marked "For". If you wish to vote against any resolutions, please tick (" \checkmark ") the boxes marked "Against". If the 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 on any resolution 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. d.
- In the case of joint registered holders of any share, this Second Proxy Form may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.

The Second Proxy Form 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. f

To be valid, this Second Proxy Form 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 Hong Kong branch share registrar, Tricor Investor Services Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof. g h.

Any alteration made to this form should be initialled by the person who signs the form.

- IMPORTANT: If you have already lodged the proxy form for this meeting despatched to the shareholders of the Company on 20 April 2011 (the "First Proxy Form") i. with the Registrar, please note that:
 - If no Second Proxy Form is lodged with the Registrar, the First Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her votes or to abstain from voting at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM, including the newly added resolution no. 2 for the declaration of a final dividend for the year ended 31 December 2010 by the Company set out in this letter. (1)
 - If the Second Proxy Form is lodged with the Registrar 48 hours prior to the time appointed for holding the AGM (the "Closing Time"), the Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed. The Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by the Shareholder. (2)
 - If the Second Proxy Form is lodged with the Registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, such Second Proxy Form will revoke the First Proxy Form previously lodged by the Shareholder and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If any Shareholder in this case wishes to vote at the AGM, they will have to attend in person and vote at the AGM themselves. (3)
- Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the Meeting or any adjournment j. thereof if you so wis