



SINOREF

SINOREF HOLDINGS LIMITED

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)

Table with 3 columns: RESOLUTIONS, FOR, AGAINST. Contains 7 rows of resolutions for shareholder voting.

Signature: _____ (notes e, f, g and h) Date: _____

Notes:

- a. 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. 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.
d. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against".
e. 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 other joint registered holders.
f. 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.
g. 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.
h. Any alteration made to this form should be initialled by the person who signs the form.
i. 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") with the Registrar, please note that:
(1) 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.
(2) 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.
(3) 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.
j. 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 thereof if you so wish.