



**SINOREF**  
**SINOREF HOLDINGS LIMITED**

**華耐控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1020)

**PROXY FORM**

**Form of proxy for use by shareholders at the annual general meeting to be convened at 35/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Tuesday, 28 April 2015 at 10:00 a.m. (or any adjournment thereof)**

I/We <sup>(note a)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_

shares of HK\$0.1 each in the capital of Sinoref Holdings Limited (“**Company**”) hereby appoint the Chairman of the Meeting <sup>(note c)</sup>

or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy at the annual general meeting (the “**Meeting**”) of the Company to be held at 35/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Tuesday, 28 April 2015 at 10:00 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. <sup>(note d)</sup>

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 December 2014		
2.	(a) To re-elect Mr. Xu Yejun as director		
	(b) To re-elect Mr. Sin Kwok Wai Ronald as director		
	(c) To re-elect Ms. Ip Sum Yu as director		
	(d) To re-elect Mr. Tong Yiu On as director		
	(e) to re-elect Mr. Li Yik Sang as director		
	(f) To authorise the board of directors to fix the directors’ remuneration		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix their remuneration		
4.	To grant a general mandate to the directors to allot, issue or otherwise deal with the Company’s shares		
5.	To grant a general mandate to the directors to repurchase the Company’s shares		
6.	To extend the general mandate granted to the directors to issue the Company’s shares by the number of shares repurchased		

Signature: \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

Date: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**. The names of all joint registered holders should be stated.
- 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 as your proxy in the space provided.
- 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”. 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, 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 joint registered holders of any share, this form of proxy 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 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 Hong Kong branch share registrar, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.