



# YUHUA ENERGY HOLDINGS LIMITED

## 裕華能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2728)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered shareholder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.005 each in the share capital of Yuhua Energy Holdings Limited (the "Company"), hereby appoint <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or, failing him/her, the Chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting ("Meeting") of the Company to be held on 26th May, 2017 and at any adjournment thereof on the under-mentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2016.		
2.	A. To re-elect Mr. Liu Yang as an independent non-executive director of the Company.		
	B. To re-elect Mr. Lum Pak Sum as an independent non-executive director of the Company.		
	C. To re-elect Mr. Wang ShouLei as a non-executive director of the Company.		
	D. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To appoint PricewaterhouseCoopers as the Company's auditor and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant an unconditional general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company.		
5.	To grant an unconditional general mandate to the directors of the Company to buy-back shares of the Company.		
6.	To extend the general mandate granted under Resolution No. 4 by adding the total number of shares of the Company bought-back by the Company pursuant to Resolution No. 5, subject to a maximum of 10% of the total issued shares of the Company.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature: \_\_\_\_\_ <sup>(notes 5, 6, 7 and 8)</sup>

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**.
- 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).
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. 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 or, failing him/her/it "the Chairman of the meeting" 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 boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes 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.
- In order to be valid, this form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Branch Register"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of this form of proxy shall not preclude a member from attending and voting in person at the annual general meeting and in such event, this form of proxy shall be deemed to be revoked.
- For the purpose of determining members who are qualified for attending the annual general meeting the register of members of the Company will be closed from 23 May 2017 to 26 May 2017 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting all transfers, accompanied by the relevant share certificates, have to be lodged with the Branch Register at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30pm on 22 May 2017.
- Any alteration made to this form should be duly initialled by the person who signs the form.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the Chairman of the meeting will exercise his power under article 66 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.