



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0922)

Form of Proxy for use at the Annual General Meeting to be held on Thursday, 22 September 2016

I/We (Note 1)

of _____

being the registered holder(s) of _____ shares (Note 2) of HK\$0.10 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3) or _____

of _____ as my/our proxy to attend the Annual General Meeting (and at any further adjournment thereof) of the Company to be held at 9th Floor, Cheuk Nang Plaza, 250 Hennessy Road, Wanchai, Hong Kong on Thursday, 22 September 2016 at 10:00 a.m. (the "Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of annual general meeting dated 13 July 2016 (the "AGM Notice") and at such Meeting (and at any further adjournment thereof) to vote for me/us and in my/our name(s) in the manner as indicated below (Note 4).

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2016.		
2.	(i) To re-elect Ms. Shen Mingzhen as executive Director;		
	(ii) To re-elect Mr. Wang Hongjie as non-executive Director;		
	(iii) To re-elect Mr. Chan Koon Yung as independent non-executive Director.		
	(iv) To authorize the Board to fix the remuneration of the Directors.		
3.	To appoint Ernst & Young Auditors for the ensuring year of the Company and to authorize the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the existing issued share capital.		
5.	To grant a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To extend the general mandate granted to the Directors to issue and allot the shares repurchased by the Company under the mandate granted to the Directors under Resolution 5.		

Dated this _____ day of _____ 2016

Signature (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING 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 THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that resolution referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- On a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- In the case of joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he 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 holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch Share Registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any further adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* For identification purposes only