



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 ^(note 1) _____
of _____
being the registered shareholder(s) of ^(note 2) _____ shares of HK\$0.005 each in the share capital of Yuhua Energy Holdings Limited (the “Company”), hereby appoint ^(note 3) _____ 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 of the Company (the “Meeting”) to be held on 27th May, 2016 at 10:30 a.m. at Room 2207, 22/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong 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 and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof.

ORDINARY RESOLUTIONS ^(note 10)		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31st December, 2015.		
2.	A. To re-elect Mr. Lin Caihuo as an executive director of the Company.		
	B. To re-elect Mr. Wang Enguang as an executive director of the Company.		
	C. 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 a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase 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 of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		

Dated the _____ day of _____, 2016

Signature: _____ ^(notes 5, 6, 7 and 8)

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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, the Chairman of the meeting” and insert the name and address of the person appointed proxy in the space provided.
4. 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.
5. 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.
6. 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.
7. 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, 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. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, this form of proxy shall be deemed to be revoked.
8. Any alteration made to this form should be initialled by the person who signs the form.
9. 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.
10. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
11. The notice of the Meeting is set out in the Company’s circular dated 21st April 2016.