



中国优通控股
China UT Holding

CHINA U-TON HOLDINGS LIMITED

中國優通控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8232)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD AT 1804, 18/F., TOWER 1, ADMIRALTY CENTRE, 18 HARCOURT ROAD, ADMIRALTY ON 6 JUNE 2014 (FRIDAY) OR AT ANY ADJOURNMENT THEREOF

I/We (Note 1) _____

of _____

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

of _____ as my/our proxy to attend at the annual general meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty on 6 June 2014 (Friday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting, and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and approve the audited consolidated financial statements together with the directors' report and the independent auditor's report of the Company for the year ended 31 December 2013.		
2.	To re-elect Mr. Jiang Changqing as an executive director of the Company.		
3.	To re-elect Mr. Li Qingli as an executive director of the Company.		
4.	To authorize the board of directors of the Company to fix the remuneration of the directors of the Company ("Directors").		
5.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorize the board of Directors to fix their remuneration.		
6.	(1) To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with the additional ordinary shares of the Company with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the share capital of the Company.		
	(2) To grant a general and unconditional mandate to the directors of the Company to repurchase shares of the Company with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company.		
	(3) To extend the general and unconditional mandate granted to the directors of the Company to issue, allot and deal with additional shares of the Company under resolution numbered 6(1) to include the number of shares of the Company repurchased pursuant to the general and unconditional mandate to repurchase shares under resolution numbered 6(2).		
SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
7.	To approve the proposed amendments to the articles of association of the Company with effect from the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.		
8.	Subject to the passing of the resolution number 7, to approve the adoption of the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with effect from the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.		

Date: _____

Signature: _____

Notes:

- Full name(s) and addressee(s) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Any member of the Company ("Member") entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion.
- 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 seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with a power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (and at any adjournment thereof).
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto but if more than one of such joint registered holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting (and at any adjournment thereof) if you so wish.