



# China Wood Optimization (Holding) Limited

## 中國優材(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8099)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 3rd Floor, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 11 May 2016, at 4:00 p.m. (or any adjournment thereof)

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b)  
shares ("Shares") of HK\$0.01 each of China Wood Optimization (Holding) Limited (the "Company") hereby appoint the Chairlady of the annual general meeting (the "Meeting") of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) to attend at the Meeting to be held at 3rd Floor, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 11 May 2016, at 4:00 p.m. and 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 in respect of such resolutions as hereunder indicated.

Ordinary Resolutions		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2015		
2.	(a) To re-elect Mr. Zhang Dali as an independent non-executive director		
	(b) To re-elect Mr. Pu Junwen as an independent non-executive director		
	(c) To authorise the board of Directors to fix the Directors' remuneration		
3.	To re-appoint KPMG as the Company's auditors for the year ending 31 December 2016 and authorise the board of Directors to fix their remuneration		
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options to the extent of not more than 20% of the existing issued share capital of the Company		
5.	To grant a general mandate to the directors of the Company to purchase the Company's shares to the extent of 10% of the issued share capital of the Company		
6.	To add the nominal amount of Shares repurchased by the Company under the mandate granted under resolution no. 5 to the mandate granted to the Directors under resolution no. 4		
<b>Special Resolution</b>			
7.	To adopt the new set of amended and restated memorandum of association and articles of association of the Company in substitution for the existing amended and restated memorandum of association and articles of association of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Shareholder's signature \_\_\_\_\_ (notes e, f, g and h)

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The name of all joint 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 Chairlady of the Meeting as your proxy, please delete the words "the Chairlady of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of the person appointed in the space provided. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of him.
- If you wish to vote for a resolution set out above, please tick ("✓") the box marked "For" against such resolution. If you wish to vote against a resolution, please tick ("✓") the box marked "Against" against such resolution. 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 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 holders 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 instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly 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 and transfer office, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong (which will be relocated to Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong with effect from 5 April 2016) not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Friday, 6 May 2016 to Wednesday, 11 May 2016 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar at the above address by no later than 4:00 p.m. on Thursday, 5 May 2016.
- 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.