



西安海天天實業股份有限公司

XI'AN HAITIANTIAN HOLDINGS CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8227)

PROXY FORM FOR ANNUAL GENERAL MEETING TO BE HELD ON 31 MAY 2019

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ domestic shares/H shares
of RMB0.10 each in the capital of Xi'an Haitiantian Holdings Co., Ltd.* (西安海天天實業股份有限公司) (the "Company"), **HEREBY APPOINT**
(Note 3) _____
of _____
or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the annual general meeting (the "AGM") of the Company to be held at Conference Room, Level 3, No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the People's Republic of China (the "PRC") on 31 May 2019 at 2:30 p.m. or any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening of the AGM dated 16 April 2019 (the "AGM Notice"), and to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2018.		
2.	To approve the report of the supervisory committee (the "Supervisory Committee", its members are collectively referred to "Supervisor") of the Company for the year ended 31 December 2018.		
3.	To approve the audited consolidated financial statements and the report of the auditors of the Company for the year ended 31 December 2018.		
4.	To re-appoint SHINEWING (HK) CPA Limited as the Company's auditors and to authorise the Board to fix their remuneration.		
5.	To approve the re-election of Mr. Xiao Bing as an executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
6.	To approve the re-election of Mr. Chen Ji as an executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
7.	To approve the re-election of Mr. Sun Wenguo as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
8.	To approve the re-election of Mr. Li Wenqi as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
9.	To approve the re-election of Mr. Zuo Hong as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
10.	To approve the re-election of Ms. Huang Jing as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
11.	To approve the re-election of Mr. Yan Weimin as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
12.	To approve the re-election of Mr. Zhang Jun as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
13.	To approve the re-election of Professor Shi Ping as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
14.	To approve the re-election of Mr. Tu Jijun as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
15.	To approve the re-election of Professor Lei Zhenya as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
16.	To approve the re-election of Mr. Wang Xiaokun as an independent Supervisor of the seventh session of the Supervisory Committee for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
17.	To approve the re-election of Mr. Zhang Yi as an independent Supervisor of the seventh session of the Supervisory Committee for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
18.	To approve the re-election of Mr. Shang Lijian as the shareholder representative Supervisor of the seventh session of the Supervisory Committee for a term of 3 years commencing from 29 June 2019 to 28 June 2022.		
19.	To authorise the Board to enter into the service agreements with Directors and Supervisors of the seventh session of the Board and the Supervisory Committee.		
20.	To authorise the Board to fix the remuneration of Directors and Supervisors of the seventh session of the Board and the Supervisory Committee.		

SPECIAL RESOLUTIONS		For (Note 4)	Against (Note 4)
21.	To approve the proposed change of the Chinese name of the Company and the adoption of the English name and to authorise the Board to implement such change (full text is set out in the circular of the Company dated 16 April 2019 (the "Circular").		
22.	To approve the proposed amendment to article 2 of the articles of association of the Company (the "Articles of Association") and to authorise the Board to implement such amendment (full text is set out in the Circular).		
23.	To approve the proposed amendment to article 101 of the Articles of Association and to authorise the Board to implement such amendment (full text is set out in the Circular).		
24.	To approve the proposed amendments to articles 6, 7, 20 and 21 of the Articles of Association and to authorise the Board to implement such amendments (full text is set out in the Circular).		
25.	To grant a general mandate to the Board to allot, issue and deal with domestic shares and H shares of the Company with an amount of not more than 20% of the issued share capital of that class of shares on the date of passing of this resolution (full text is set out in the AGM Notice).		

Dated this _____ day of _____

Signature: (Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
2. Please insert the number and class of shares of RMB0.10 each of the Company registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders of any shares of the Company, any one of such holders may attend and vote at the AGM either personally or by proxy, but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited by hand or post, for holders of domestic shares, to the Company's head office at No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (Post Code: 710119) and, for holders of H shares, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be).
8. The proxy need not be a member of the Company.
9. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

* *for identification purpose only*