



# Tiangong International Company Limited

天工國際有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 826)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 20 MAY 2015 (OR ITS ADJOURNMENT THEREOF) (THE “MEETING”)

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ share(s)<sup>(Note 2)</sup> of US\$0.0025 each in the capital of TIANGONG INTERNATIONAL COMPANY LIMITED (the “Company”), hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Meeting of the Company to be held at Cliftons, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Wednesday, 20 May 2015 at 10:00 a.m. on the following resolutions as indicated and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR <sup>(Note 3)</sup>	AGAINST <sup>(Note 3)</sup>
	ORDINARY BUSINESS		
1.	To approve audited financial statements and the Reports of the Directors and Auditors for the year ended 31 December 2014.		
2.	To approve the proposed final dividend of RMB0.0418 per Share with par value of US\$0.0025 each.		
3.	(a) (i) To approve the re-election of Mr. ZHU Xiaokun as an executive director of the Company.		
	(ii) To approve the re-election of Mr. JIANG Guangqing as an executive director of the Company.		
	(iii) To approve the re-election of Mr. LEE Cheuk Yin, Dannis as an independent non-executive director of the Company.		
	(b) To authorize the Board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint KPMG as auditors of the Company and authorize the Board of Directors to fix their remuneration.		
	SPECIAL BUSINESS		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company.		
7.	To extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company.		

Signature<sup>(Note 6&7)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_ 2015

### Notes:

- (1) Full name(s) and address must 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) Please indicate with an “X” in the relevant box how you wish the proxy to vote on your behalf. If this form of proxy is returned without any indication, you will be deemed to have authorised your proxy to vote or abstain from voting as he thinks fit.
- (4) Any alteration made to this form of proxy must be initialled.
- (5) Any member entitled to attend and vote is entitled to appoint proxy(ies) to attend and to vote in his stead. A proxy need not be a member of the Company.
- (6) If the shareholder is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
- (7) In the case of joint shareholder, 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 shareholder(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.
- (8) To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed must be completed and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof. The Register of Members of the Company will be closed from 15 May 2015 to 20 May 2015 (both days inclusive), for the purpose of determining shareholders' entitlement to attend and vote at the Meeting, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong, for registration by no later than 4:30 p.m. on 14 May 2015.

\* For identification purpose only