



YUSEI HOLDINGS LIMITED

友成控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 96)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING

I/ We⁽¹⁾ _____
of ⁽¹⁾ _____
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.01 each in the share capital of Yusei Holdings Limited (the "Company").
HEREBY APPOINT⁽³⁾ the Chairman of the meeting or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 4:00 p.m. on Thursday, 23 June 2016 at Lin Gang Industrial Zone, Henggentou Village, Guali Town, Xiaoshan District, Hangzhou City, Zhejiang, China at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	For ⁽⁴⁾	Against ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements and reports of the Directors and Auditors for the year ended 31 December 2015.		
2.	To declare a final dividend of RMB3.95 cents per share.		
3.	(a) (i) To re-elect Mr. Toshimitsu Masuda as the Company's director. (ii) To re-elect Mr. Lo Ka Wai as the Company's director. (iii) To re-elect Mr. Fan Xiaoping as the Company's director. (b) To authorise the board of directors to fix their remuneration.		
4.	To re-appoint SHINewing (HK) CPA Limited, the auditors of the Company, and authorise the Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue, allot and deal with the Company's additional shares.		
6.	(a) To approve, an approximate sum of HK\$2,024,000 being the amount standing to the credit of the Company's reserves be capitalised to give effect to the bonus issue of ordinary shares ("Shares") of HK\$0.01 each in the capital of the Company pursuant to this resolution, and accordingly any one or more Directors be and is/are hereby authorised and directed to apply such sum in paying up in full at par such number of new Shares in the capital of the Company ("Bonus Shares"), which shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on the close of business on 30 June 2016, Thursday ("Record Date"), (not being those shareholder(s) (the "Non-Qualifying Overseas Shareholder(s)"), whose address(es) as shown on the register of members of the Company on the Record Date to be outside the Hong Kong Special Administrative Region of the People's Republic of China, to whom the board of Directors, after making enquiries, considers to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue) on the basis of one Bonus Share for every one existing issued Share in the share capital of the Company then held by them respectively on the Record Date provided the issue of Bonus Shares shall be subject to the articles of association of the Company and the Bonus Shares shall rank equally with the Shares then existing in all respects except that they will not rank for the proposed final dividend for the year ended 31 December 2015; and (b) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares including, but not limited to, determining the Non-Qualifying Overseas Shareholder(s), the amount to be capitalised out of the Company's reserves and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.		

Dated this _____ day of _____ 2016

Signature(s)⁽⁷⁾ _____

Notes:

- Full name(s) and address(es) 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 in the share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- IMPORTANT:** If you wish to vote for any of the resolutions, tick in the appropriate box marked "FOR". If you wish to vote against any of the resolutions, tick in the appropriate box marked "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his 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 above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy and the 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 completed and lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of 17M floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person if they so wish.
- Attendants should bear their own travelling, accommodation and other expenses.

* for identification only