

YUGANG
YUGANG INTERNATIONAL LIMITED
(渝港國際有限公司)*
(Incorporated in Bermuda with limited liability)
(Stock Code: 00613)

FORM OF PROXY

for the annual general meeting to be held on 21 May 2013 (or any adjournment thereof)

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.01 each in the capital of Yugang International Limited (the "Company") HEREBY APPOINT⁽³⁾ the chairman of the annual general meeting, or _____
of _____

as my/our proxy/proxies to attend on my/our behalf at the annual general meeting of the Company (and at any adjournment thereof) to be held at 11:15 a.m. on Tuesday, 21 May 2013 at Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the annual general meeting:

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2012 together with the Reports of Directors and Auditors thereon.		
2.a.	To re-elect the following directors of the Company ("Directors")		
	(i) Mr. Cheung Chung Kiu as an executive Director;		
	(ii) Mr. Luk Yu King, James as an independent non-executive Director;		
	(iv) Mr. Ng Kwok Fu as an independent non-executive Director.		
2.b.	To authorise the board of Directors to fix the remuneration of Directors.		
3.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration.		
4.	To give a general mandate to Directors to issue shares of the Company as set out in Resolution 4 of the notice of annual general meeting.		
5.	To give a general mandate to Directors to repurchase shares of the Company as set out in Resolution 5 of the notice of annual general meeting.		
6.	To extend the general mandate to Directors pursuant to Resolution 6 of the notice of annual general meeting.		
SPECIAL RESOLUTION			
7.	To approve the amendments to the bye-laws of the Company.		

Date _____ Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares to which this form of proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please strike out "the chairman of the annual general meeting" and insert the name(s) and address(es) of the person(s) you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please indicate with an "✓" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with an "✓" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain 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 in the notice convening the meeting.
- In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof and, except in the case of a recognised clearing house, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment if you so wish.

* For identification purposes only.