



BILLION INDUSTRIAL HOLDINGS LIMITED

百宏實業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2299)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 30 JANUARY 2015

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of Billion Industrial Holdings Limited (the “Company”) hereby appoint the chairman of the extraordinary general meeting of the Company (the “Meeting”) ^(Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the Meeting to be held at Unit 1501, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Friday, 30 January 2015 at 10:00 a.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	(a) To approve, confirm and ratify each of the New Sales Agreements (as defined in the circular of the Company dated 15 January 2015), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof.		
	(b) To approve, confirm and ratify the annual cap of RMB710,700,000 for each of the three years ending 31 December 2015, 2016 and 2017 for the transactions under the New Sales Agreements (as defined in the circular of the company dated 15 January 2015).		
2.	(a) To approve, confirm and ratify each of the New Purchasing and Processing Agreements (as defined in the circular of the Company dated 15 January 2015), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof.		
	(b) To approve, confirm and ratify the annual cap of RMB409,200,000 for each of the three years ending 31 December 2015, 2016 and 2017 for the transactions under the New Purchase and Processing Agreements (as defined in the circular of the Company dated 15 January 2015).		

Date: _____ 2015 Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out the words “the chairman of the extraordinary general meeting of the Company (the “Meeting”) or ” and insert the name and address of the proxy desired in the spaces provided. A member entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. If no name is inserted, the duly appointed chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of an officer or attorney so authorized.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(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.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, 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 adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting and any adjournment thereof if you so wish.