



# EVERCHINA INT'L HOLDINGS COMPANY LIMITED

## 潤中國國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 202)

### Form of proxy for use at the 2019 Annual General Meeting (or at any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>2</sup> shares in  
EverChina Int'l Holdings Company Limited (the "Company"), HEREBY APPOINT \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting<sup>3</sup>, as my/our proxy to act for me/us at the 2019 annual general meeting of the Company (the "2019 AGM"), to be held at Suites 601-603, 6/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Thursday, 29 August 2019 and in particular (but without limitation) at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the 2019 AGM as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive, consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2019		
2.	(a) To re-elect Mr. Jiang Zhaobai as executive director		
	(b) To re-elect Mr. Chen Yi, Ethan as executive director		
	(c) To re-elect Mr. Shen Angang as executive director		
	(d) To authorise the board of directors to fix their remuneration		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors and to authorise the board of directors to fix their remuneration		
4.	(a) To pass the ordinary resolution no. 4(1) set out in the notice of Annual General Meeting		
	(b) To pass the ordinary resolution no. 4(2) set out in the notice of Annual General Meeting		
	(c) To pass the ordinary resolution no. 4(3) set out in the notice of Annual General Meeting		

Signature(s)<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_ 2019

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company (the "Shares") registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those Shares 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" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either 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 2019 AGM other than that referred to in the notice convening the 2019 AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be delivered to the office of the share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the 2019 AGM or any adjourned meeting.
- Where there are joint registered holders of any Share, any one such persons may vote at the 2019 AGM, either personally 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 Annual General Meeting 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 such Shares shall alone be entitled to vote in respect thereof.
- A shareholder entitled to attend and vote at the 2019 AGM may appoint one or more than one proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- Completion and return of the form of proxy will not preclude you from attending and voting at the 2019 AGM or any adjourned meeting should you so wish.