



**興勝創建控股有限公司**  
**HANISON CONSTRUCTION HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 896)

**FORM OF PROXY for use at the Extraordinary General Meeting  
to be held on 12 December 2012 at 11:00 a.m. or at any adjournment thereof**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ being the  
registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each  
in the capital of Hanison Construction Holdings Limited (the "Company"), **HEREBY APPOINT** <sup>(note 3)</sup> the Chairman of the extraordinary general  
meeting or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us at the extraordinary general meeting of the Company to be held at Concord Room 1, 8th Floor, Renaissance  
Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on 12 December 2012 at 11:00 a.m. for the purpose of considering and, if thought fit,  
passing, with or without modification, the ordinary resolution as set out in the notice convening the said meeting and at such meeting (or at any  
adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated.

Ordinary Resolution	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
<p>TO APPROVE, RATIFY AND CONFIRM the sale and purchase agreement dated 1 November 2012 entered into between Hanison Construction Holdings (BVI) Limited and Sky Champion International Limited (the "Sale and Purchase Agreement"), in respect of which a copy of the Sale and Purchase Agreement marked "A" has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, the shareholders' agreement to be entered into between Hanison Construction Holdings (BVI) Limited and Sky Champion International Limited (the "Shareholders' Agreement"), in respect of which a copy of the Shareholders' Agreement marked "B" has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, the shareholders' loan agreement to be entered into between Hanison Construction Holdings (BVI) Limited, Sky Champion International Limited and Superior Choice Holdings Limited (the "Shareholders' Loan Agreement"), in respect of which a copy of the Shareholders' Loan Agreement marked "C" has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the terms of and the transactions contemplated thereunder (the "Disposal") and all such documents ancillary to the Disposal; and <b>TO AUTHORIZE</b> any one director of the Company to execute all such documents and to do all such acts or things incidental to, ancillary to or in connection with the Disposal, for and on behalf of the Company.</p>		

Signature: \_\_\_\_\_

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

Notes:-

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITAL**.
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. If any proxy other than the Chairman is preferred, please strike out "the Chairman of the extraordinary general meeting or" 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.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RELEVANT RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion on the relevant resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by reference to the order in which the names stand on the Registers of Members in respect of the joint holding.
9. Completion and return of the form of proxy shall not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.