

# LILANZ 利郎

## CHINA LILANG LIMITED

### 中國利郎有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1234)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on 28 April 2014 at 10:30 a.m.

I/We (note a) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ (note b) shares (the "Shares")

of HK\$0.10 each in the capital of China Lilang Limited (the "Company") hereby appoint the chairman of the annual general meeting (the "Meeting") of the Company or \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on 28 April 2014 at 10:30 a.m. (or any adjournment thereof) and to vote on my/our behalf as directed below.

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

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and auditor (the "Auditor") of the Company for the year ended 31 December 2013.		
2.	To declare a final dividend of HK16 cents per ordinary share and a special final dividend of HK5 cents per ordinary share for the year ended 31 December 2013.		
3.	(i) To re-elect Mr. Wang Liang Xing as executive Director.		
	(ii) To re-elect Mr. Hu Cheng Chu as executive Director.		
	(iii) To re-elect Mr. Wang Ru Ping as executive Director.		
	(iv) To re-elect Dr. Lu Hong Te as independent non-executive Director.		
4.	To authorise the board (the "Board") of Directors to fix the remuneration of the Directors.		
5.	To re-appoint KPMG as the Auditor for the year ending 31 December 2014 and to authorise the Board to fix their remuneration.		
6.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.		
7.	To grant a general and unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of the passing of the relevant resolution.		
8.	Conditional upon resolutions 6 and 7 being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution 6 be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 7.		

Dated this \_\_\_\_\_