



**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 2014 Annual General Meeting  
to be held on Tuesday, 26 August 2014 at 10:30 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\$0.1 each in the capital of Hanison Construction Holdings Limited (the "Company"), **HEREBY APPOINT** <sup>(note 3)</sup> the Chairman of the Annual General Meeting or \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend for me/us at the Annual General Meeting of the Company to be held at Function Room – Cypress, Lobby Floor, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Tuesday, 26 August 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the ordinary resolutions 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 resolutions as hereunder indicated.

Ordinary Resolutions		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To consider and adopt the audited Financial Statements, the Report of the Directors and the Independent Auditor's Report of the Company for the year ended 31 March 2014		
2.	To declare a final dividend for the year ended 31 March 2014		
3.	To re-elect Mr. Chan Pak Joe as an independent non-executive director		
4.	To re-elect Dr. Lau Tze Yiu, Peter as an independent non-executive director		
5.	To re-elect Dr. Sun Tai Lun as an independent non-executive director		
6.	To authorise the board of directors of the Company to fix the remuneration of all directors (including any new director who may be appointed) for the year ending 31 March 2015		
7.	To re-appoint Deloitte Touche Tohmatsu as the independent auditor for the ensuing year and to authorise the board of directors of the Company to fix their remuneration		
8.	(A) To approve a general mandate to the directors to allot, issue and deal with additional shares of the Company*		
	(B) To approve a general mandate to the directors to repurchase shares of the Company*		
	(C) To extend the general mandate granted to the directors pursuant to item 8(A)*		
9.	(i) To approve the increase in authorised share capital of the Company from HK\$80,000,000 divided into 800,000,000 ordinary shares of HK\$0.1 each to HK\$120,000,000 divided into 1,200,000,000 ordinary shares of HK\$0.1 each by the creation of an additional 400,000,000 ordinary shares of HK\$0.1 each in the share capital of the Company (the "Increase in Authorised Share Capital")*		
	(ii) To authorise any director to do all such acts and things and execute all such documents under seal, where applicable, as he may consider necessary, expedient or desirable for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital*		

\* The full text of the resolution is set out in the AGM Notice

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

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

Notes:-

- Full name(s) and address(es) must be inserted in **BLOCK CAPITAL**.
- 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).
- If any proxy other than the Chairman is preferred, please strike out "the Chairman of the Annual 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.
- 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.
- 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.
- 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 in Hong Kong, 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.
- 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.
- 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 Register of Members in respect of the joint holding.
- 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.