



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00896)

**FORM OF PROXY for use at the Annual General Meeting
to be held on Tuesday, 23 August 2016 at 10:30 a.m. (or at any adjournment thereof)**

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.1 each in the capital of Hanison Construction Holdings Limited (the "Company"), **HEREBY APPOINT** ^(note 3) 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, 23 August 2016 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 ^(note 4) | Against ^(note 4) |
|----------------------|---|-------------------------|-----------------------------|
| 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 2016 | | |
| 2. | To declare a final dividend for the year ended 31 March 2016 | | |
| 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 Mr. Tai Sai Ho as an 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 2017 | | |
| 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 buy back shares of the Company* | | |
| | (C) To extend the general mandate granted to the directors pursuant to item 8(A)* | | |
| 9. | To approve the refreshment of 10% share option scheme mandate limit* | | |

* 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.