



Sino Haijing Holdings Limited

中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1106)

Proxy Form for use at the Extraordinary General Meeting (Or at any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.0125 each in the capital of Sino Haijing Holdings Limited (the "Company"), hereby appoint the Chairman of the meeting ^(Note 3) or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Friday, 12 August 2016 at 10:00 a.m. (and at any adjournment thereof).

| ORDINARY RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----------------------|--|-------------------------|-----------------------------|
| 1. (i) | To approve, ratify and confirm the subscription agreement dated 4 February 2016 with an addendum dated 20 July 2016 (together, the "Subscription Agreement") entered into between Impression Culture Asia Limited as the subscriber, and Yong Tai Berhad as the issuer, in relation to the subscription of 150,000,000 new ordinary shares of YTB and 200,000,000 irredeemable convertible preference shares and the transactions contemplated thereunder. | | |
| (ii) | To authorise any Director to sign and execute all such documents, instruments, agreements or deeds and to implement and take all steps and to do all acts or things deemed by the Director in his/her absolute discretion to be necessary or desirable to give effect and/or to complete or in connection with the transactions contemplated hereby (including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements amending the terms of the Subscription Agreement). | | |
| 2. (i) | To approve, confirm and ratify the conditional placing agreement (the "Placing Agreement") entered into between the Company, Kingston Securities Limited, China Galaxy International Securities (Hong Kong) Co., Limited, Southwest Securities (HK) Brokerage Limited, CLC Securities Limited as the placing agents dated 19 May 2016 in relation to the placing of up to 6,000,000,000 new shares of the Company (the "Placing Shares") at a price of HK\$0.10 each on a best effort basis and all the transactions contemplated thereunder. | | |
| (ii) | To authorise the directors of the Company (the "Director") to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement. | | |
| (iii) | To authorise any of the Director to do all such further acts and things and/or execute such further documents and to take all steps deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Placing Agreement and the transactions contemplated thereunder. | | |

Date: _____ 2016

Signature(s) ^(Note 5): _____

Notes:-

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman 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 shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Ltd. at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.