



罕王
HANKING

CHINA HANKING HOLDINGS LIMITED

中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 21 SEPTEMBER 2012

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____ shares of a nominal value of HK\$0.10 each in the share capital of China Hanking Holdings Limited (‘the ‘**Company**’’) **HEREBY APPOINT THE CHAIRMAN OF THE EGM** or^(note 3) _____
of _____
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at 22nd Floor Conference Room, Hanking Tower, No. 227 Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Friday, 21 September 2012 at 9:00 a.m. (the ‘**EGM**’) (or at any adjournment thereof) and to vote for me/us on my/our behalf in respect of the resolutions set out in the notice of the meeting (the ‘**Notice**’) as hereinafter indicated, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve, confirm and ratify the equity transfer agreement dated 3 July 2012 (the ‘ Equity Transfer Agreement ’) entered into among Shenyang Toyo Steel Company Limited (as vendor), Fushun Hanking Aoni Mining Limited (‘ Aoni Mining ’) (as purchaser) and Fushun Hanking Shangma Mining Company Limited (‘ Fushun Shangma ’) (as the target company) in relation to the acquisition of the entire equity interest in Fushun Shangma by Aoni Mining and the transactions contemplated thereunder.		
2.	To authorize any director of the Company (‘ Directors ’) to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the terms of, or the transactions contemplated by the Equity Transfer Agreement and to agree to such variation, amendment or waiver or matter relating thereto as are, in the opinion of the Directors, not of a material nature and in the interests of the Company and its shareholders as a whole.		

Date: _____

Signature(s)^(note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number and of shares of the Company registered in the name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint any person other than the Chairman of the EGM as your proxy, please delete the words ‘the Chairman of the EGM or’ and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK IN THE BOX(ES) MARKED ‘FOR’. IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK IN THE BOX MARKED ‘AGAINST’**, failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) or abstain from voting at his/their discretion. Your proxy will also be entitled to vote at his discretion or abstain from voting 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 authorised in writing, or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with the power of attorney or other authorization document (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 of 17M Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding the EGM (or any adjournment thereof).
- Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the EGM personally or by proxy, the person whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting should you so wish.