



**Sinopoly Battery Limited**  
**中聚電池有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 729)**

**Proxy Form for use at the Special General Meeting to be held on 28 February 2014  
or any adjournment thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.01  
each (the “Share(s)”) in the share capital of **SINOPOLY BATTERY LIMITED** (the “Company”) HEREBY APPOINT <sup>(Note 3)</sup> the Chairman  
of the subject meeting or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at  
Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 28 February 2014 at 11:00 a.m. or at any  
adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions 1 to 4 as Ordinary  
Resolutions as set out in the notice convening the Meeting as hereunder indicated or, if no such indication is given, as my/our proxy(ies)  
think(s) fit.

ORDINARY RESOLUTIONS	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1. To approve the Acquisition Agreement (as defined in the circular of the Company dated 12 February 2014 (the “Circular”)) and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares (as defined in the Circular), to allot and issue the Consideration Shares, and to authorise Mr. Xu Donghui (“Mr. Xu”), an executive director of the Company, and/or Ms. Ching Chi Kei (“Ms. Ching”), the chief financial officer of the Company to do all such acts or things and sign all documents necessary in connection with the transactions contemplated thereunder.		
2. To approve the Call Option Deed (as defined in the Circular) and to authorise Mr. Xu and/or Ms. Ching to do all such acts or things and sign all documents necessary in connection with the transactions contemplated thereunder.		
3. To approve the New Share Option Scheme (as defined in the Circular) of the Company and to authorise any one director of the Company to take all such steps to implement the same.		
4. To approve the termination of the Existing Share Option Scheme (as defined in the Circular) of the Company and to authorise any one director of the Company to take all such steps to implement the same.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the subject meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box or insert a number will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or that authority shall be deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting.
- Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company.
- Delivery of this proxy form shall not preclude a shareholder from attending and voting in person at the Meeting or upon the poll concerned and, in such event, this proxy form shall be deemed to be revoked.