



# C CHENG HOLDINGS LIMITED

## 思城控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8320)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We (Note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note b) \_\_\_\_\_ shares of HK\$0.01 each in the capital of  
C Cheng Holdings Limited ("the Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (Note c) \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy/proxies at the annual general meeting of the Company to be held at Jade Room, 6/F, Marco Polo Hong Kong Hotel, Harbour City, Kowloon, Hong Kong on Thursday, 12 June 2014 at 10:00 a.m. (the "Meeting") (and at any adjournment thereof) for the purposes of considering the businesses as set out in the notice convening the Meeting and at the Meeting to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy/proxies think(s) fit.

Please make a "✓" mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (Note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and approve the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2013		
2.	(a) To re-elect Mr. Liang Ronald as an executive director of the Company		
	(b) To re-elect Mr. Wang Jun You as an executive director of the Company		
	(c) To re-elect Mr. Yu Chi Hang (alias, Yue Chi Hang) as an independent non-executive director of the Company		
	(d) To authorise the board of directors to fix the remuneration of the directors of the Company		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company's auditors and authorise the board of directors to fix their remuneration		
4.	To grant a general mandate to the directors to allot, issue and deal with new shares		
5.	To grant a general mandate to the directors to repurchase shares		
6.	To extend the general mandate granted to the directors to issue new shares by adding the number of shares repurchased by the Company		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2014

Shareholder's signature \_\_\_\_\_ (Notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- 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 issued share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint another person other than the Chairman of the Meeting as your proxy, please delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the person appointed as your proxy in the space provided.
- If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar and transfer office, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialed by the person who signed the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.