

# CHINA ASSETS (HOLDINGS) LIMITED

## 中國資本(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 170)

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 1875 OF 2017  
IN THE MATTER

OF  
CHINA ASSETS (HOLDINGS) LIMITED  
AND

IN THE MATTER OF  
THE COMPANIES ORDINANCE,  
CHAPTER 622 OF THE LAWS OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
Under Section 673 of the Companies Ordinance

Chapter 622 of the Laws of Hong Kong Special Administrative Region

**Form of Proxy for the Meeting of the holders of the Scheme Shares (as defined in the Scheme)  
convened by direction of the High Court of the Hong Kong Special Administrative Region  
to be held at 10:00 a.m. on Wednesday, 25 October 2017 (or any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares in the capital of China Assets (Holdings) Limited  
(the “Company”) HEREBY APPOINT<sup>3</sup> the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy and act for me/us and on my/our behalf as directed below at the meeting of the Scheme Shareholders (and at any adjournment thereof) (the “Court Meeting”) to be held at United Conference Centre (Room 1), 10/F., United Centre, 95 Queensway, Hong Kong on Wednesday, 25 October 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, approving, with or without modification, the scheme of arrangement (the “Scheme”) referred to in the notice convening the Court Meeting; and, at the Court Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR <sup>4</sup>	AGAINST <sup>4</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature(s)<sup>6</sup> \_\_\_\_\_  
\_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion.
5. In order to be valid, this form of proxy, together with power of attorney under which it is signed (if any) or a notarially certified copy thereof should be lodged at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by 10:00 a.m. on Monday, 23 October 2017 or it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting if it is not so lodged.
6. 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 seal or under the hand of an officer or attorney duly authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
7. In the case of joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
8. A proxy need not be a member of the Company.
9. Delivery of this proxy form shall not preclude a member from attending and voting in person at the said meeting and, in such event, this form of proxy shall be deemed to be revoked.