



# CHEUNG WO INTERNATIONAL HOLDINGS LIMITED

長和國際實業集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 00009)

## REVISED PROXY FORM

Revised form of proxy for use by the shareholders of Cheung Wo International Holdings Limited (the “Company”) at the special general meeting (the “Meeting”) to be convened at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Monday, 13 May 2013 at 3:00 p.m. (or any adjournment thereof).

(Terms used in this revised form of proxy have the same meanings as defined in the notice convening the Meeting (the “Notice”))

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of (note b) \_\_\_\_\_ shares of HK\$0.01 each of the Company **HEREBY APPOINT**  
the chairman (the “Chairman”) of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Monday, 13 May 2013 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

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

ORDINARY RESOLUTION	FOR	AGAINST
(a) the terms of the subscription agreement dated 8 April 2013 entered into between the Company and Full Dragon Group Limited as the subscriber (the “Subscriber”) in relation to the issue by the Company of principal amount of not more than HK\$314,640,110 zero coupon convertible bonds (the “Convertible Bonds”) due on the fifth (5th) anniversary of the date of issue of the Convertible Bonds (as amended by a supplemental agreement entered into between the Company and the Subscriber dated 16 April 2013) (the “Subscription Agreement”) be and are hereby approved, confirmed and ratified; (b) the creation and issue of the Convertible Bonds by the Company pursuant to the terms of the Subscription Agreement and the instrument be and are hereby approved; (c) the directors of the Company (the “Directors”) be and are hereby granted a specific mandate (the “Specific Mandate”) to allot and issue, credited as fully paid, such number of ordinary shares (the “New Shares”) in the capital of the Company as may be required to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds; (d) the terms of the settlement and offset deed to be entered into between the Company, the Subscriber and Mr. Cheng Keung Fai (the “Settlement Deed”) and all the transactions contemplated under the Settlement Deed be and are hereby approved; (e) all the transactions contemplated under the Subscription Agreement in connection with the issue of the Convertible Bonds (collectively referred to as the “Transactions”) be and are hereby approved; and (f) the Directors be and are hereby authorised to do all such acts and things and sign and execute all such documents as they consider necessary or expedient in connection with the issue of the Convertible Bonds, the allotment and issue of the New Shares upon conversion of the Convertible Bonds and/or to give effect to the terms of, or the Transactions contemplated by, the Subscription Agreement (note e).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2013

Shareholder’s signature \_\_\_\_\_ (notes f, g, h and i)

*Notes:*

- a. Full name(s) and address to be inserted in BLOCK CAPITALS.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some 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 proxy in the space provided.
- d. If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on the resolution properly put to the Meeting other than that set out in the notice convening the Meeting.
- e. The full text of the ordinary resolution is set out in the Notice contained in the circular issued by the Company which was sent to the Shareholders on 19 April 2013.
- f. In the case of joint holders of shares, this revised form of proxy may be signed by any joint holder, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, then one of the joint holders whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- g. The revised form of proxy must be signed by a shareholder of the Company, or his/her 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.
- h. To be valid, this revised form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, not later than 48 hours before the time of the Meeting or any adjourned meeting.
- i. Any alteration made to this form should be initialed by the person who signs the form.
- j. If you have not lodged the form of proxy sent together with the Notice dated 19 April 2013 (the “Original Proxy Form”) in accordance with the instructions printed thereon, you are requested to lodge this revised form of proxy (the “Revised Proxy Form”) if you wish to appoint proxies to attend the SGM on your behalf. In this case, the Original Proxy Form should not be lodged.
- k. If you have already lodged the Original Proxy Form in accordance with the instructions printed thereon, you should note that:
  - (i) If no Revised Proxy Form is lodged in accordance with the instructions printed thereon, the Original Proxy Form will be treated as a valid form of proxy lodged by you if duly completed. Voting not cast as one resolution in the Original Proxy Form may not be considered as valid. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by you at your discretion (if no such instructions are given, at the proxy’s discretion) on the resolution properly put to the Meeting.
  - (ii) If the Revised Proxy Form is lodged in accordance with the instructions printed thereon at or before 48 hours before the time appointed for the Meeting or any adjournment thereof, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid form of proxy lodged by you if duly completed.
  - (iii) If the Revised Proxy Form is lodged after 48 hours before the time appointed for the Meeting or any adjournment thereof, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by you. The Original Proxy Form will be treated as a valid form of proxy lodged by you if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by you at your discretion (if no such instructions are given, at the proxy’s discretion) on the resolution properly put to the Meeting.

\* *For identification purpose only*