



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)

PROXY FORM

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., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Monday, 21 March 2016 at 10:30 a.m. (or any adjournment thereof).

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., Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Monday, 21 March 2016 at 10:30 a.m. (or at any adjournment thereof) and to vote on my/our behalf as directed below.

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

ORDINARY RESOLUTION (note e)	FOR	AGAINST
To approve the sale and purchase agreement dated 16 November 2015 (as supplemented by the supplemental agreement dated 17 February 2016) and the transactions contemplated thereunder (including the creation and issue of the Convertible Notes (as defined in the circular of the Company dated 3 March 2016 ("Circular")) and the specific mandate to allot and issue the Conversion Shares (as defined in the Circular)).		

Dated the _____ day of _____ 2016

Shareholder's signature _____ (notes f, g, h and i)

Notes:—

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- The full text of the ordinary resolution is set out in the notice of the special general meeting contained in the circular issued by the Company which was sent to the shareholders of the Company on 3 March 2016.
- In the case of joint holders of shares, this 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.
- The 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, attorney or other person authorised to sign the same.
- To be valid, this 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.

* For identification purpose only