



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., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Monday, 11 November 2013 at 11:00 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., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Monday, 11 November 2013 at 11:00 a.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 (the “ Subscription Agreement ”) dated 18 September 2013 entered into between the Company and Sunny Glory Investments Limited as the subscriber (the “ Subscriber ”) and Mr. Cheng Keung Fai as the guarantor (the “ Guarantor ”) in relation to the issue of principal amount of not more than USD80,000,000 (equivalent to approximately HK\$620,000,000) 20.00% guaranteed secured notes by the Company (the “ Notes ”) be and are hereby approved, confirmed and ratified; (b) the issue of the Notes by the Company pursuant to the terms and conditions of the Subscription Agreement and the terms and conditions of the Notes (the “ Conditions ”) be and are hereby approved; (c) the terms of the account charge to be entered into between the Company and the Subscriber pursuant to the Subscription Agreement (the “ Account Charge ”) and all the transactions contemplated under the Account Charge be and are hereby approved; (d) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the New Shares (as defined below), the directors of the Company (the “ Directors ”) be and are hereby granted a specific mandate (the “ Specific Mandate ”) to allot, 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 under the Notes on and subject to the terms and conditions of the Subscription Agreement and the Conditions (e) all the transactions contemplated under the Subscription Agreement in connection with the issue of the Notes (collectively referred to as the “ Transactions ”) be		

* For identification purpose only

ORDINARY RESOLUTION	FOR	AGAINST
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 Notes, the allotment and issue of the New Shares upon the payment of interest under the Notes and/or to give effect to the terms of, or the Transactions contemplated by, the Subscription Agreement. <i>(note e)</i>		

Dated the _____ day of _____ 2013

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

Notes:-

- a. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- b. 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).
- 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 25 October 2013.
- f. 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.
- g. 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.
- h. 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 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 initialled by the person who signs the form.