



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 Tuesday, 29 September 2015 at 3 p.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 Tuesday, 29 September 2015 at 3 p.m. and 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	FOR	AGAINST
(a) the subscription agreement (the "Subscription Agreement") dated 12 August 2015 entered into among the Company as issuer, Taiping Trustees Limited as subscriber (the "Subscriber") and Mr. Cheng Keung Fai as the guarantor in relation to the issue by the Company and the subscription by the Subscriber of the convertible notes (the "Convertible Notes") in the principal amount of US\$30,000,000 (equivalent to approximately HK\$232,551,000), which may be converted into a maximum of 193,792,500 ordinary shares of HK\$0.01 each in the share capital of the Company (the "Conversion Share(s)") at the conversion price of HK\$1.20 per Conversion Share (subject to adjustment) and the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed;		
(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Conversion Shares, 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, the Conversion Shares to the Subscriber pursuant to the Subscription Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the general mandate proposed to be granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 11 June 2015 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and		
(c) all other transactions contemplated under the Subscription Agreement be and are hereby approved and the Directors be and are authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions the Directors consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement, the issue of the Convertible Notes and the allotment and issue of the Conversion Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.		

Dated the _____ day of _____ 2015

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 contained in the circular issued by the Company which was sent to the Shareholders on 10 September 2015.
- 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