CHINA ELECTRONICS CORPORATION HOLDINGS COMPANY LIMITED

中國電子集團控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00085)

Form of proxy for use by shareholders at the special general meeting of China Electronics Corporation Holdings Company Limited to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 16 December 2009 at 11:00 a.m. and at any adjournment thereof.

I/We[1] ____

of ____

being the registered holder(s) of[2] ____________ share(s) of HK$0.01 each in the capital of **China Electronics Corporation Holdings Company Limited** (the "Company") **HEREBY APPOINT**[3] ____________________

of ____

or failing him, the **CHAIRMAN OF THE SPECIAL GENERAL MEETING** to act as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 16 December 2009 at 11:00 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under the bye-laws of the Company and the applicable laws and regulations) as indicated below[4] and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For[4]	Against[4]
To approve the Share Transfer Agreement and the transactions contemplated thereunder		

Dated __________ day of ____________ 2009.   Shareholder's signature[5] ______________________

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.

2. Please insert the number of share(s) of HK$0.01 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).

3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SPECIAL GENERAL MEETING WILL, SUBJECT TO THE LIMITATIONS AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**

4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. Your proxy will also be entitled to vote or abstain on any amendment to the proposed resolution put to the special general meeting as he thinks fit.

5. 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, attorney or other person duly authorised in writing.

6. In the case of joint holders of any shares, this form of proxy may be signed by any one of such joint holders. But if more than one of such joint holders is present at the special general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 joint holding.

7. In order to be valid, this form of proxy and the 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 Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the special general meeting or any adjournments thereof (as the case may be).

8. A proxy need not be a shareholder of the Company but must attend the special general meeting in person to represent you.

9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the special general meeting if you so wish. In such event, this form of proxy will be deemed to have been revoked.

* *For identification purpose only*