



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 at the special general meeting (the “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 Friday, 11 October 2013 at 10:00 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 share capital of **China Electronics Corporation Holdings Company Limited** (the “Company”) **HEREBY APPOINT** ³ _____

of _____

or failing him, the **CHAIRMAN OF THE MEETING** to act as my/our proxy to attend and vote for me/us at the Meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 11 October 2013 at 10:00 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 RESOLUTIONS		For ⁴	Against ⁴
1	To approve the Equity Transfer Agreement and the transactions contemplated thereunder.		
2	To approve the CEC Technology Financial Services Agreement and the related proposed caps.		

Dated: _____ day of _____, 2013. Shareholder's signature ⁵: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) of HK\$0.01 each in the share 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATIONS AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED “AGAINST”.** If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will be entitled to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the proposed resolutions put to the Meeting.
- 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.
- In the case of joint registered holders of any shares, this form of proxy may be signed by any one of such joint holders. Any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.
- 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 and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting should you so wish. In such event, this form of proxy will be deemed to have been revoked.

* For identification purpose only