



中國誠通發展集團有限公司  
**CHINA CHENGTONG DEVELOPMENT GROUP LIMITED**

(Incorporated in Hong Kong with limited liability)  
 (Stock code: 217)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
 TO BE HELD ON MONDAY, 26 JULY 2004  
 (or any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the “Shares”) of HK\$0.10 each in the capital of China  
 Chengtong Development Group Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup> and <sup>8</sup>,  
 or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the “**Meeting**”) of  
 the Company to be held at Suites 2904-2907, 29th Floor, One International Finance Centre, 1 Harbour View Street,  
 Central, Hong Kong on 26 July 2004 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if  
 thought fit, passing the ordinary resolution as set out in the notice convening the Meeting (the “**EGM Notice**”) and at the  
 Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder  
 indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any  
 matter properly put to the Meeting in such manner as he/she thinks fit.

<b>ORDINARY RESOLUTION:</b>	<b>FOR<sup>4</sup></b>	<b>AGAINST<sup>4</sup></b>
To approve the Share Sale Agreement relating to the Disposal of the Disposal Interests and the transfer of the entire equity of Beijing Holdco in part satisfaction of the consideration for the Disposal and all transactions contemplated thereunder and to authorize the Directors of the Company to do such acts and things which are in their opinion necessary, appropriate, desirable or expedient to implement and give effect to the terms of the Share Sale Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are not material to the terms of the Share Sale Agreement and all transactions contemplated thereunder and are in the interests of the Company.		

Signature<sup>5, 6, 7, 8 and 9</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT:** If you wish to vote for the resolution set out above, please tick in the box marked “For”. If you wish to vote against the resolution set out above, please tick in the box marked “Against”. If no direction is given on the resolution, your proxy may vote or abstain as he/she thinks fit in respect of the resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the EGM Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other persons duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1901-1905, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- In case of joint holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one joint holder be present at the Meeting personally or by proxy, that one of the joint holders so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.