



C CHENG HOLDINGS LIMITED

思城控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1486)

Form of proxy for use at the Extraordinary General Meeting (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the capital of C Cheng Holdings Limited (the “**Company**”), HEREBY APPOINT ^(Note 3) _____ of _____
or failing him/her, the chairman of the extraordinary general meeting (the “**EGM**”) as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM (or any adjournment thereof) of the Company to be held at 15/F, North Tower, World Finance Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 10 May 2016 at 10:00 a.m. for the purpose of considering, and, if thought fit, passing the resolutions set out in the notice convening the EGM (or any adjournment thereof) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To approve the proposed adoption of the Subsidiary Share Option Scheme (as defined in the circular of the Company dated 21 April 2016).		
2.	To approve the Proposed Grant (as defined in the circular of the Company dated 21 April 2016).		

Dated this _____ day of _____, 2016

Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 of the Company registered in your name(s).
- Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY**. Any member entitled to attend and vote at the EGM shall be entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”**. Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 signed either under its common seal or under the hand of an officer or attorney so authorised.
- In the case of joint holders, 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.
- The full text of the resolutions numbered 1 to 2 is set out in the notice convening the EGM.