



CHINESE PEOPLE HOLDINGS COMPANY LIMITED
中民控股有限公司
(incorporated in Bermuda with limited liability) (stock code: 681)

FORM OF PROXY
SPECIAL GENERAL MEETING TO BE HELD ON 12 DECEMBER 2014

No. of shares to which this
form of proxy relates *(Note 1)*

I/We *(Note 2)*

of

being the registered holder(s) of shares of HK\$0.07 each (the "Shares") in the issued share capital of **CHINESE PEOPLE HOLDINGS COMPANY LIMITED** (the "Company") hereby

appoint *(Note 3)* the Chairman of the Special General Meeting (the "Meeting")

of

or failing him of

as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Meeting to be held at the head office of the Company, Conference Room, 1st Floor No. 36 BDA International Business Park, No. 2 Jingyuan North Street, Economic Technological Development Area, Beijing, China on Friday, 12 December 2014 at 1:30 p.m. and at any adjournment thereof on the resolution referred to in the notice of special general meeting of the Company set out in the circular of the Company dated 25 November 2014 and as indicated below:

ORDINARY RESOLUTION		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
(a)	To approve, confirm and ratify the sale and purchase agreement entered into between the Company (as purchaser) and Dr. Mo Shikang (as vendor) dated 5 September 2014 (as supplemented by a supplemental agreement dated 13 November 2014) (the " S&P Agreement ") in relation to the acquisition of (i) the entire issued share capital of True Vanguard Holdings Limited; and (ii) the debt, loan or liability due from True Vanguard Holdings Limited to Dr. Mo Shikang (if any) as at the date of completion of the S&P Agreement at a consideration of RMB370,000,000 (a copy of the S&P Agreement has been produced to the Meeting marked "A" and initialed by the Chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder; and		
(b)	to authorise any one director of the Company to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the S&P Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the S&P Agreement.		

Dated this _____ day of _____ 2014.

Signature *(Note 5)*

Notes:

- 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 the Shares registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the Meeting is preferred, delete words "the Chairman of the Special General Meeting" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- In order 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 of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders present at the Meeting personally or by proxy, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
- Any shareholder entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.