



**CHINA INVESTMENTS HOLDINGS LIMITED**  
**中國興業控股有限公司\***

(Incorporated in Bermuda with limited liability)

(Stock code: 132)

**PROXY FORM**

**Proxy form for use at the special general meeting to be held on Wednesday, 16 July 2014 at 10:30 a.m. and at any adjournment thereof**

I/We (note 1) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (note 2) \_\_\_\_\_ shares of HK\$0.10 each in the capital of CHINA INVESTMENTS HOLDINGS LIMITED (“the Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or (note 3) \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend the special general meeting of the Company to be held at the Luxembourg Room II, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 16 July 2014 at 10:30 a.m. and at any adjournment thereof, and vote for me/us as indicated below (note 4).

Ordinary Resolutions	For (note 4)	Against (note 4)
<p>1. <b>“THAT:</b></p> <p>(a) the conditional sale and purchase agreement (the “<b>Acquisition Agreement</b>”) dated 5 June 2014 entered into between China Investments Limited (as purchaser), a wholly-owned subsidiary of the Company, 佛山市南海區公有資產管理委員會辦公室 (Office of the Nanhai District of Foshan City Public Assets Administration Commission*) (as vendor), 陳小華 (Chen Xiaohua*), 黃子濃 (Huang Zinong*), 王永哲 (Wang Yongzhe*) and Prize Rich Inc. (“<b>Prize Rich</b>”) in relation to the sale and purchase of the entire issued share capital of Southern Limited and all transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified;</p> <p>(b) the allotment and issue to Prize Rich of 524,000,000 Consideration Shares (as defined in the circular of the Company dated 30 June 2014 (the “<b>Circular</b>”) credited as fully paid-up at the issue price of HK\$0.632 per Consideration Share, as part consideration for the Acquisition (as defined in the Circular) pursuant to the Acquisition Agreement be and is hereby approved;</p> <p>(c) the issue to Prize Rich of the Convertible Bonds (as defined in the Circular) in the principal amount of HK\$166,232,000 at the initial conversion price (subject to adjustment) of HK\$0.76 per Conversion Share (as defined in the Circular) as part consideration for the Acquisition (as defined in the Circular) pursuant to the Acquisition Agreement and the execution, performance and implementation of the terms and conditions of the Convertible Bonds and all matters in relation thereto (including without limitation the exercise, non-exercise, waiver or adjustment of any rights or provisions thereunder) be and is hereby approved;</p> <p>(d) any director of the Company (the “<b>Director</b>”) be and is hereby authorised to allot and issue new shares of the Company which may fall to be issued pursuant to the terms and conditions of the Convertible Bonds to the relevant holder(s) of the Convertible Bonds; and</p> <p>(e) any Director, or if affixation of the common seal is necessary, any two Directors or any one Director and the secretary of the Company, be and is/are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, including but without limitation to the execution of all such documents under common seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Acquisition Agreement and the transactions contemplated thereunder.”</p>		

\* For identification purpose only

Ordinary Resolutions		For (note 4)	Against (note 4)
2.	<p><b>“THAT:</b></p> <p>(a) subject to and conditional on the passing of resolution no.1 as set out in the notice of special general meeting, the waiver granted or to be granted pursuant to Note 1 of the Notes on Dispensations from Rule 26 of The Hong Kong Code on Takeovers and Mergers (the “<b>Takeovers Code</b>”) to Prize Rich and persons acting in concert with it from the obligation to make a mandatory offer for all the securities of the Company not already owned or agreed to be acquired by them which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of Prize Rich being allotted and issued the Consideration Shares (as defined in the Circular) be and is hereby approved; and</p> <p>(b) any Director be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts or things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or given effect to or in connection with the Whitewash Waiver.”</p>		

Dated: \_\_\_\_\_, 2014

Shareholder’s signature (note 5): \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the principal place of business of the Company at Unit 601, Tsim Sha Tsui Centre, 66 Mody Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

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## PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company.