



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 second special general meeting of 2018 to be held on Friday, 25 May 2018 at 10:50 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 second special general meeting of 2018 of the Company to be held at the Luxembourg Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 May 2018 at 10:50 a.m. (or such time immediately following the conclusion (or adjournment) of the first special general meeting of 2018 of the Company to be held on the same day and at the same place, whichever is later) and at any adjournment thereof, and vote for me/us as indicated below (note 4).

	Ordinary Resolution	For (note 4)	Against (note 4)
1.	<p>"THAT:</p> <p>(a) the capital contribution agreement (the "Capital Contribution Agreement", a copy of which has been produced before the meeting marked "A" and initialed by the chairman of the meeting for identification purpose) dated 28 March 2018 entered into amongst 佛山市南海康美投资有限公司 (Foshan City Nanhai Canmanage Investments Holdings Limited*) ("Nanhai Canmanage"), a wholly-owned subsidiary of the Company, 佛山市南海區聯華資產經營管理有限公司 (Foshan City Nanhai District Lianhua Asset Operation & Management Co., Ltd.*) ("Nanhai Lianhua"), 廣東省南海化工總廠有限公司 (Guangdong Nanhai Chemical Factory Co., Ltd.*) ("Nanhai Chemical"), and 廣東天諾民爆有限公司 (Guangdong Tiannuo Civil Explosives Co., Ltd.*) (the "Target Company"), in relation to the contribution of RMB130,333,102.44 and RMB5,319,718.47 to the capital of the Target Company respectively by Nanhai Canmanage and Nanhai Lianhua and all such acts and things as may be necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the transactions by the Company and any of its subsidiaries contemplated thereunder or in connection therewith (including the grant of the Sale Option, as defined below) be and are hereby approved, confirmed and ratified; and</p> <p>(b) the transactions by the Company and any of its subsidiaries (including all such acts and things as may be necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to such transactions) pursuant to any exercise of the right granted to Nanhai Canmanage to require Nanhai Chemical to acquire all its equity interests in the Target Company with a consideration equivalent to the capital contribution amount paid by Nanhai Canmanage (together with interest on such amount at a rate equivalent to the benchmark loan interest rate for an one-year loan offered by the People's Bank of China plus 20%) ("Sale Option") as contemplated under the Capital Contribution Agreement, be and are hereby approved.</p>		

Dated: _____, 2018

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 were 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 shares 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 501, Wing On Plaza, 62 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.

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.

* For identification purpose only