



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 first special general meeting of 2019 to be held on Thursday, 23 May 2019 at 10:40 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 first special general meeting of 2019 of the Company to be held at Luxembourg Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 23 May 2019 at 10:40 a.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting 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 Resolutions		For (note 4)	Against (note 4)
1.	<p>"THAT:</p> <p>(a) the four land use right lease agreements (the "Land Use Right Lease Agreements", copies of which have been produced before the meeting marked "A", "B", "C" and "D" respectively and initialed by the chairman of the meeting for identification purpose) dated 7 March 2019 entered into by 廣東中岩泰科建設有限公司 (Guangdong Sino Rock Tyco Construction Co., Ltd.*), a subsidiary of the Company ("Sino Rock Tyco") and 佛山市南海區丹灶鎮土地資源開發公司 (Foshan City Nanhai District Danzao Town Land Resources Development Ltd.*) (the "Landlord") in relation to the acquisition by Sino Rock Tyco of the unencumbered land use rights for 12 land parcels situated at 中國佛山市南海區丹灶鎮丹灶物流中心 (Danzao Logistics Centre, Danzao Town, Nanhai District, Foshan City, the PRC*) with an aggregate rental area of approximately 466,367.8 m² for terms ranging from approximately 32 to 34 years for an aggregate rents and management fees of approximately RMB1,049,932,660 to be paid over the course of the respective lease term 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 be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one or more director of the Company (the "Director(s)") be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where application) in which he/she/they consider(s) necessary, desirable or expedient to give effect to the Land Use Right Lease Agreements and the transactions contemplated thereunder and to agree with such variation, amendment or waiver, as in the opinion of the Directors, in the interest of the Company and its shareholders as a whole."</p>		
2.	<p>"THAT:</p> <p>(a) the acquisition agreement (the "Acquisition Agreement", a copy of which has been produced before the meeting marked "E" and initialed by the chairman of the meeting for identification purpose) dated 7 March 2019 entered into among Sino Rock Tyco, 佛山市南海區丹灶仙湖灣商業廣場開發有限公司 (Foshan City Nanhai District Danzao Xianhuwan Commercial Plaza Development Co., Ltd.*) (the "Vendor") and 黃培佳 (Huang Peijia*) (the "Guarantor"), in relation to the acquisition of 100% equity interest in 佛山市仙湖灣置業有限公司 (Foshan City Xianhuwan Development Co., Ltd.*) for a consideration of RMB185,000,000 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 be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where application) in which he/she/they consider(s) necessary, desirable or expedient to give effect to the Acquisition Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver, as in the opinion of the Directors, in the interest of the Company and its shareholders as a whole."</p>		

Dated: _____, 2019

Shareholder's signature (note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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

- "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").
- 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.
- 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.
- 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