



CHEONG MING INVESTMENTS LIMITED

昌明投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1196)

Form of proxy for Special General Meeting

I/We¹ _____ of _____

being registered holder(s) of _____² shares of HK\$0.10 each in the capital of CHEONG MING INVESTMENTS LIMITED (the “Company”), HEREBY APPOINT the Chairman of the meeting³ or _____ of _____

as my/our proxy to act for me/us at the special general meeting of the Company (the “Special General Meeting”), to be held at 10:00 a.m. on Wednesday, 11 June 2014 at Ching Room, 4/F, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsim Sha Tsui, Hong Kong or any adjournment thereof, to vote for me/us and in my/in our name(s) in respect of the resolutions set out in the notice concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS ⁵	FOR ⁴	AGAINST ⁴
1.	To approve the Share Premium Reduction.		
2.	To approve the Asset Reorganisation and the transactions contemplated under the Asset Reorganisation Agreement.		
3.	To approve the Special Distribution.		

Dated this _____ day of _____ 2014 Signature(s)⁷ _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided **IN BLOCK CAPITALS. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR” IN THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST” IN THE RELEVANT RESOLUTION.** Failure to tick either 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 other than that referred to in the notice convening the meeting.
5. The full text of the ordinary resolutions appears in the notice of the Special General Meeting dated 26 May 2014.
6. 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 executed either under its common seal or under the hand of an officer or attorney duly authorised.
7. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and, in any event, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be) or upon the poll concerned.
8. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
9. A shareholder of the Company entitled to attend and vote at the meeting may appoint another person as his proxy and vote in his stead. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
10. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) or upon the poll concerned if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.