



CHINA CHENGTONG DEVELOPMENT GROUP LIMITED

中國誠通發展集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 217)

FORM OF PROXY FOR USE BY THE SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 18 SEPTEMBER 2014 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____ of _____ being the registered holder(s) of² _____ shares (“Shares”) of HK\$0.10 each in the capital of CHINA CHENGTONG DEVELOPMENT GROUP LIMITED (“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³ and ⁸, or _____ of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting (“Meeting”) of the Company to be held at Suite 6406, 64th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 18 September 2014 at 10:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (“EGM Notice”) and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	Ordinary Resolution	For ⁴	Against ⁴
(a)	To approve the financial services agreement dated 21 May 2014 (“Financial Services Agreement”) and entered into between the Company and 誠通財務有限責任公司 (China Chengtong Finance Corporation Ltd.) (“Chengtong Finance”) in relation to the provision of a range of financial services by Chengtong Finance to the Company and its subsidiaries (collectively, the “Group”), including but not limited to the provision of the deposit services as stipulated thereunder;		
(b)	to approve the proposed maximum daily outstanding balance of deposits placed by the Group with Chengtong Finance (including any interest accrued therefrom) in the amount not exceeding RMB500 million for each of the three years ending 31 December 2014, 31 December 2015 and 31 December 2016;		
(c)	to authorise the directors of the Company (“Directors”), for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Financial Services Agreement; and		
(d)	to authorise the Directors, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Financial Services Agreement and to agree to any amendment to any of the terms of the Financial Services Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.		

Signature^{5, 6, 7, 8 and 9} _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT:** If you wish to vote for the resolution set out above, please tick in the box marked “For”. If you wish to vote against the resolution set out above, please tick in the box marked “Against”. If no direction is given on the resolution, your proxy may vote or abstain as he/she thinks fit in respect of that resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the EGM Notice.
- 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 either under its common seal or under the hand of an officer, attorney or other persons duly authorised.
- To be valid, this form of proxy together with any power of attorney of other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- In case of joint holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one joint holder be present at the Meeting personally or by proxy, that one of the joint holders 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.