



# 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 MONDAY, 9 NOVEMBER 2015 AT 10:00 A.M. (OR ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“Shares”) in  
CHINA CHENGTONG DEVELOPMENT GROUP LIMITED (“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>,  
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 Monday, 9 November 2015 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  
to vote for me/us and in my/our name(s) at the Meeting (or at any adjournment thereof) 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 (or any  
adjournment thereof) in such manner as he/she thinks fit.

Ordinary Resolution	For <sup>4</sup>	Against <sup>4</sup>
(a) To approve, confirm and ratify the financial services agreement dated 6 August 2015 (“ <b>Financial Services Agreement</b> ”) and entered into between the Company and 誠通財務有限公司 (China Chengtong Finance Corporation Ltd.) (“ <b>Chengtong Finance</b> ”) in relation to the provision of a range of financial services by Chengtong Finance to the Company and its subsidiaries (collectively, the “ <b>Group</b> ”), 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 an equivalent of RMB500 million for each of the three years ending 31 December 2015, 31 December 2016 and 31 December 2017; (c) to authorise any one of the directors of the Company (“ <b>Directors</b> ”) to take all steps, for and on behalf of the Company, which are in his opinion necessary or expedient to implement and/or give effect to the terms of the Financial Services Agreement; and (d) to authorise any one of the Directors to execute all such other documents, instruments and agreements and to do all such acts or things, for and on behalf of the Company, which he deems 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 such Director is not of a material nature and is in the interests of the Company.		

Signature<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK LETTERS**. 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. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **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 on any matter properly put to the Meeting (or any adjournment thereof) in such manner as he/she thinks fit.
- 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 or 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 joint holders may vote at the Meeting, either in person 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, whether in person 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.
- 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 and in such event, the authority of your proxy will be revoked.