

China Jinhai International Group Limited

中國金海國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

Form of Proxy for use by shareholders at the special general meeting (the "Meeting") of China Jinhai International Group Limited (the "Company") to be held on Friday, 27 February 2015 at 9:30 a.m. (or any adjournment thereof)

I/We, ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares
of HK\$0.01 each in the capital of the Company, HEREBY APPOINT ⁽³⁾ _____
of _____
or failing him, the Chairman of the Meeting, as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) to be held at Falcon Room I (Basement), Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 27 February 2015 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting ("Notice") and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve the Share Consolidation of every ten (10) Existing Shares in the issued and unissued share capital of the Company of HK\$0.01 each into one (1) Consolidated Share of HK\$0.10.		
2.	Subject to the passing of ordinary resolutions numbered 1 and 3, to approve the Rights Issue and the issue of the Rights Shares and to authorise the Directors to do all acts and things in connection with the allotment and issue of the Rights Shares on the basis of six Rights Shares for every Consolidated Share, or where the special resolution numbered 4 is passed, the Adjusted Share (as defined below) (the Consolidated Share or the Adjusted Share, as the case may be, are hereinafter referred to as the "New Shares") at the Subscription Price of HK\$0.15 per Rights Share, the implementation of the Rights Issue, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement including any variation thereof.		
3.	Subject to the passing of ordinary resolutions numbered 1 and 2 above, to approve the Bonus Warrant Issue and to authorise the Directors to do all acts and things in connection with the allotment and issue of the Bonus Warrants on the basis of one Bonus Warrant for every six fully paid Rights Shares taken up, at the Exercise Price of HK\$0.1 per Bonus Warrant, the implementation of the Bonus Warrant Issue.		
SPECIAL RESOLUTION			
4.	Subject to and conditional upon the passing of resolution numbered 1 above, to approve the Capital Reorganisation and to authorise the Directors generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reorganisation.		
ORDINARY RESOLUTIONS			
5.	Subject to and conditional upon the passing of resolutions numbered 1 and 4 above, to approve the increase in authorised share capital of the Company from HK\$600,000,000.00 divided into 60,000,000,000 ordinary shares of HK\$0.01 each to HK\$800,000,000.00 divided into 80,000,000,000 Adjusted Shares of HK\$0.01 each by the creation of an additional 20,000,000,000 unissued Adjusted Shares.		
6.	(a) to re-elect Ms. Chen Wei as an executive director of the Company.		
	(b) to re-elect Mr. Zhan Jianzhou as an executive director of the Company.		
	(c) to re-elect Mr. Frank H. Miu as an independent non-executive director of the Company.		
	(d) to re-elect Mr. Tsang Wing Ki as an independent non-executive director of the Company.		

Dated _____ 2015 Shareholder's signature ⁽⁶⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS. In the case of joint registered holders, the names of all joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name and address of the proxy desired. **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 INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If the form of proxy returned is duly signed but without specific direction on the resolution, the proxy will vote or abstain at his/her/its discretion in respect of the resolution. A proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than the resolution set out in the Notice.
- (5) The full text of the resolutions appears in the Notice incorporated in the circular of the Company dated 23 January 2015.
- (6) This form of proxy must be signed by the member or his attorney duly authorised in writing, or, if the appointor is a corporation, it must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same. The signature must match the records maintained by the Company's branch share registrar in Hong Kong.
- (7) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy(ies) (who must be individual(s)) to attend and, on a poll, vote on his/her/its behalf. A proxy need not be a member. In the case of joint registered holders, if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (8) In order to be valid, this proxy form must be completed and deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Meeting (or any adjournment thereof). In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.

* for identification purposes only