



# CHINA HAIDIAN HOLDINGS LIMITED

## 中國海澱集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

### FORM OF PROXY

Form of proxy for use at the annual general meeting of CHINA HAIDIAN HOLDINGS LIMITED ("the Company") convened at 11:00 a.m. on Wednesday, 15 May 2013.

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company, HEREBY APPOINT the Chairman of the meeting or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend the annual general meeting (or at any adjournment thereof) of the Company to be held at Tang Room I, Third Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong, on Wednesday, 15 May 2013 at 11:00 a.m. and at the said meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	Items to be passed pursuant to the notice of Annual General Meeting	For <sup>4</sup>	Against <sup>4</sup>
1.	To adopt the audited consolidated financial statements and the report of the directors and the independent auditor's report for the year ended 31 December 2012.		
2.	(a) To re-elect Mr. Hon Kwok Lung as director.		
	(b) To re-elect Mr. Shi Tao as director.		
	(c) To re-elect Ms. Sit Lai Hei as director.		
	(d) To authorize the Board to fix the remuneration of the directors.		
3.	To re-appoint BDO Limited as the auditor of the Company and authorise the board to fix their remuneration.		
4.	Ordinary Resolution on item 4 (To grant a general mandate to the directors to issue additional shares of the Company).		
5.	Ordinary Resolution on item 5 (To grant a general mandate to the directors to repurchase shares).		
6.	Ordinary Resolution on item 6 (To extend the general mandate granted to the directors pursuant to item 4).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Signature of Shareholder: \_\_\_\_\_

#### 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). If no number is inserted, this form will be deemed to relate to all the shares of the Company in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the meeting, please delete the words "the Chairman of the meeting or" and insert the name and address of the person you wish to appoint in the space provided. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Please indicate with a "✓" in the appropriate box beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his discretion.
5. In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time for holding the meeting or adjourned meeting.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.