



# C C Land Holdings Limited

## 中渝置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1224)

### Form of Proxy

for use at the Annual General Meeting (the "Meeting") to be held on 21 May 2013 (or any adjournment thereof)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares  
of HK\$0.10 each ("Shares") in the capital of C C Land Holdings Limited (the "Company") HEREBY APPOINT <sup>3</sup> the Chairman of the Meeting or  
\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held on Tuesday, 21 May 2013 at 11:45 a.m. at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong (or any adjournment thereof) in respect of the resolutions as set out in the notice convening the Meeting as hereunder indicated:

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and the independent auditors for the year ended 31 December 2012		
2.	To declare a final dividend for the year ended 31 December 2012		
3.	(a) To re-elect the following retiring directors:		
	(i) Mr. Cheung Chung Kiu as an Executive Director		
	(ii) Mr. Tsang Wai Choi as an Executive Director		
	(iii) Mr. Leung Yu Ming Steven as an Independent Non-executive Director		
(b)	To authorize the Board of Directors to fix the remuneration of the Directors		
4.	To re-appoint Messrs. Ernst & Young as independent auditors of the Company and to authorize the Board of Directors to fix their remuneration		
5.	To grant a general mandate to Directors to issue additional Shares not exceeding 20% of the existing issued share capital of the Company <sup>5</sup>		
6.	To grant a general mandate to Directors to repurchase Shares not exceeding 10% of the existing issued share capital of the Company <sup>5</sup>		
7.	To extend the general mandate granted to Directors to issue Shares by the number of Shares repurchased by the Company <sup>5</sup>		
SPECIAL RESOLUTION			
8.	To amend certain provisions of the bye-laws of the Company to reflect the current relevant laws of Bermuda <sup>5</sup>		

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

Signature(s) <sup>6</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint 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 registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **Any alternation made to this form of proxy must be initialled by the person who signs it.**
4. Please indicate with a "✓" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. The respective full text of resolutions 5 to 8 is set out in the notice of the Meeting.
6. The 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 or attorney duly authorised.
7. In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. 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 certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.