



# 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 Special General Meeting to be held on 3 December 2014 (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 special general meeting (the "Meeting") to be held on  
Wednesday, 3 December 2014 at 11:00 a.m. at 33/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (or at any  
adjournment thereof) in respect of the resolution as set out in the notice convening the Meeting as hereunder indicated and on any other  
business that may properly come before the Meeting.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To approve, confirm and ratify the Investment Agreement (as defined in the Company's circular dated 13 November 2014) and the transactions contemplated thereunder, and to authorise the directors of the Company (other than Mr. Tsang Wai Choi) to do all such acts and things, to sign, execute and deliver, for and on behalf of the Company, any agreements, deeds, instruments and any other documents, under hand or under seal, and to do such other things and take all such actions and arrangements as they may deem necessary, desirable, appropriate or expedient to give effect to or in connection with the Investment Agreement and the transactions contemplated thereunder <sup>5</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 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 duly 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 full text of resolution is set out in the notice of the Meeting dated 13 November 2014.
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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.