



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 AT 10:00 a.m. ON MONDAY, 23 DECEMBER 2019 (OR ANY ADJOURNMENT THEREOF)

I/We/ _____
of _____
being the registered holder(s) of² _____ shares (“Shares”) in China Chengtong Development Group Limited (“Company”), **HEREBY APPOINT** the Chairman of the Meeting³, 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 Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 23 December 2019 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 dated 6 December 2019 (“Notice”) and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) 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 in such manner as he/she thinks fit.

Ordinary Resolution ⁴	For ⁵	Against ⁵
To approve, confirm and ratify the Equity Transfer Agreement (as defined in the circular of the Company dated 6 December 2019) and to approve the transactions contemplated thereunder and to authorise any one of the directors of the Company to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Equity Transfer Agreement and all transactions contemplated thereunder.		

Signature^{6, 7, 8 and 9} _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. 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).
- Any member entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote and act on his/her behalf. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- The full text of the resolution is set out in the Notice.
- IMPORTANT: If you wish to vote for the resolution set out above, please tick the box marked “For”. If you wish to vote against the resolution set out above, please tick 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 at his/her discretion on the resolution properly put to the Meeting other than that referred to in the Notice.
- 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 and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong by 10:00 a.m. on Friday, 20 December 2019 or not later than 48 hours before the time appointed for holding any adjournment of the Meeting.
- In case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder are present at the Meeting personally or by proxy, that one of the joint holders so present whose name stands first on the register of members of the Company 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, this form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.