



# CHINA CHIEF CABLE TV GROUP LIMITED

## 中國3C集團有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 8153)

### FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We<sup>(note 1)</sup>, \_\_\_\_\_

of \_\_\_\_\_ being

the registered holder(s) of \_\_\_\_\_

shares<sup>(note 2)</sup> of HK\$0.01 each in China Chief Cable TV Group Limited (the "Company"), **HEREBY APPOINT** the chairman of the SGM

or<sup>(note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the special general meeting (the "SGM") (or any adjournment thereof) of the Company to be held at Conference Room, 19th Floor, CMA Building, 64-66 Connaught Road, Central, Hong Kong, on Friday, 15 January 2010, at 5:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the SGM and to vote for me and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
<p>To confirm, approve and ratify (a) the sale and purchase agreement dated 30 November 2009 (the "Agreement") entered into between the Company and Cyberland (China) Limited ("Cyberland") in relation to the acquisition of 10,000 of ordinary shares of HK\$1.00 each in the share capital of Kang Yuan Universal Investment Limited at a consideration of HK\$1,398,000,000 (the "Acquisition"); (b) the issue of the Convertible Bonds (as defined in the circular of the Company dated 28 December 2009 (the "Circular")), at the sole discretion of the Company, to satisfy part of or the entire of the consideration of the Acquisition, (c) the allotment and issue of the Conversion Shares (as defined in the Circular) to Cyberland (or its nominees) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Conversion Shares; and (d) the authorisation of any one director, or any two directors of the Company to execute the Agreement and all such other or further documents, instruments and agreements (if any) for and on behalf of the Company and to do all such acts or things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Agreement.</p>		

Signature<sup>(note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- 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 capital of the Company registered in your name(s).
- If any proxy other than the chairman of the SGM is preferred, strike out "the chairman of the SGM or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST", IF NO DIRECTION IS GIVEN, THE PROXY WILL VOTE OR ABSTAIN AS HE/SHE THINKS FIT.**
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if such appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the principal register and where applicable any branch register of members to be kept pursuant to the provisions of the Companies Act 1981 of Bermuda in respect of the joint holding.
- This form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's share registrar in Hong Kong, namely Tricor Abacus 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 SGM or adjourned meeting at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
- This form of proxy shall not be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the SGM was originally held within 12 months from such date.
- Delivery of this form of proxy shall not preclude you from attending and voting in person at the SGM convened and in such event, this form of proxy shall be deemed to be revoked.

\* For identification purposes only