



中國港橋控股有限公司

China HKBridge Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

Form of Proxy for use at the Special General Meeting (the "Meeting") of the Company to be held on Monday, 23 October 2017 at 10:00 a.m. (or any adjournment thereof)

I/We (Note 1) _____

of _____

being the registered holder(s) of _____ shares (Note 2) of HK\$0.10 each in the share capital of China HKBridge Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3) or _____

of _____

as my/our proxy to attend the Meeting (and at any adjournment thereof) of the Company to be held at Room 3601-02, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Monday, 23 October 2017 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting (the "Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the increase of the authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 shares of par value of HK\$0.10 each (the "Share(s)") to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of an additional 3,000,000,000 Shares.		
2.	To approve the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder (including the Underwriting Agreement) in terms as set out in the Notice.		

Please refer to the notice of the Meeting for full contents of the resolutions.

Dated this _____ day of _____ 2017. Signature (Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- For good corporate governance, the Chairman of the Meeting will demand a poll on each of the resolutions for determination at the Meeting, save for the resolutions proposed by the Chairman of the Meeting regarding the approval on the procedural and administrative matters (as defined under the Listing Rules) during the Meeting. On a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- 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 at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding this Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.