



# China Hongqiao Group Limited

中國宏橋集團有限公司

(incorporated under the laws of Cayman Islands with limited liability)

(Stock code: 1378)

## Form of Proxy for use at the Extraordinary General Meeting to be held on 20 November 2017 (Monday)

I/We (note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares (note 2) of US\$0.01 each in the share capital of China Hongqiao Group Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (note 3) or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend the extraordinary general meeting (and at any adjournment thereof) of the Company to be held at the Conference Hall on 8th Floor, Company Office Building, No. 12, Wei Fang Road, Economic Development District, Zouping County, Shandong Province, the People's Republic of China, on Monday, 20 November 2017 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR (notes 4 & 5)	AGAINST (notes 4 & 5)
1.	<p><b>"THAT,</b></p> <p>(a) the share subscription agreement (the "<b>Share Placing Agreement</b>"), entered into between the Company and CTI Capital Management Limited (中信信惠國際資本有限公司) as the share subscriber, on 15 August 2017 in relation to, among other things, the placing of 806,640,670 new shares (the "<b>Placing Shares</b>") of the Company at a price of HK\$6.80 per Placing Share and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;</p> <p>(b) the director(s) of the Company (the "<b>Director(s)</b>") be and are hereby granted the specific mandate to exercise the powers of the Company and authorised to allot and issue the Placing Shares pursuant to the Share Placing Agreement (the "<b>Share Specific Mandate</b>"), such Placing Shares shall rank equally in all respects among themselves and with all fully paid shares of the Company (the "<b>Shares</b>") in issue as at the date of allotment and issue. The Share Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Placing Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith."</p>		
2.	<p><b>"THAT,</b></p> <p>(a) the bond subscription and purchase agreement (the "<b>CB Placing Agreement</b>"), entered into among the Company, CNCB (Hong Kong) Investment Limited (信銀(香港)投資有限公司), as the bond subscriber, and CNCB (Hong Kong) Capital Limited (信銀(香港)資本有限公司), as the lead manager on 15 August 2017 in relation to, among other things, the subscription of the US dollar denominated 5.0% convertible bonds due 2022 (the "<b>Convertible Bonds</b>", each a "<b>Convertible Bond</b>") with an initial principal amount of US\$320,000,000 (the "<b>CB Placing</b>") and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;</p> <p>(b) the Directors be and are hereby granted the specific mandate to exercise the powers of the Company and authorised to issue the Convertible Bonds pursuant to the CB Placing Agreement (the "<b>CB Specific Mandate</b>"). The CB Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;</p> <p>(c) the allotment and issue of new shares (the "<b>Conversion Shares</b>") of US\$0.01 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Bonds, pursuant to the terms of the Convertible Bonds, be and is hereby approved. Such Conversion Shares shall rank equally in all respects among themselves and with all fully paid Shares in issue as at the date of allotment and issue; and</p> <p>(d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the CB Placing Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature: \_\_\_\_\_ (note 6)

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the chairman of the board of directors of the Company 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 shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. All resolutions will be put to vote by way of poll at the meeting. Every shareholder of the Company present in person (in case of a shareholder of the Company being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid-up share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
6. This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
7. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote on behalf of him/her/it. The proxy need not be a shareholder of the Company.
8. 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 the 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 in respect of the joint holding.
9. To be valid, this form of proxy together with power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor Hopewell Centre 183 Queen's Road East Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, this form of proxy shall be deemed to be revoked.