

# CATHAY INTERNATIONAL HOLDINGS LIMITED

(Incorporated and registered in Bermuda with registered number no. 29892)

"Company"

## *Form of Direction*

**Form of Direction for use by holders of Depository Interests representing shares on a one for one basis in the Company at the Annual General Meeting of the Company at Suites 1203-4, 12/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on 5 June 2015 at 10:00 a.m. (Hong Kong time).**

**Before completing this form, please read the explanatory notes below.**

I/We \_\_\_\_\_

of \_\_\_\_\_

(Please insert full name(s) and address(es) in **BLOCK CAPITALS**)

being a holder(s) of Depository Interests representing shares in the Company, hereby appoint Capita IRG Trustees Limited (the "Depository") as my/our proxy, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an "X" in the spaces below.

**Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.**

Resolutions	For	Against	Abstain/ Withhold
<b>Ordinary resolutions</b>			
1. To receive and adopt the financial statements for the year ended 31 December 2014 together with the Directors' Report and the Independent Auditor's Report in respect of such financial statements and the Directors' Remuneration Report for the year ended 31 December 2014.			
2. To re-elect as Executive Director Mr. Wu Zhen Tao, who retires by rotation, in accordance with Bye-Law 84 of the Company's Bye-Laws.			
3. To re-elect as Non-Executive Director Mr. Stephen Burnau Hunt, who retires by rotation, in accordance with Bye-Law 84 of the Company's Bye-Laws.			
4. To re-appoint BDO Limited as the Company's Auditor, to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the directors to fix its remuneration.			
5. To renew the authority of the directors to allot shares pursuant to Bye-Law 7 of the Company's Bye-Laws.			
<b>Special resolutions</b>			
6. To disapply pre-emption rights on allotment of shares pursuant to Bye-Law 8 of the Company's Bye-Laws.			
7. To authorise the purchase by the Company of its own shares.			

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

### NOTES:

- To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom not later than 4:00 p.m. on 1 June 2015 before the time appointed for holding the Annual General Meeting, or any adjournment thereof.
- Any alterations made to this Form of Direction should be initialled.
- In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- On receipt of this form duly signed, you will be deemed to have authorised Depository to vote, or to abstain from voting, as per your instructions. The vote "Abstain/Withhold" option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a vote "Abstain/Withhold" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- Depository Interests held in uncertified form (i.e. in CREST), representing shares on a one for one basis in the Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman of the meeting may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or by e-mail to [custodymtg@capita.co.uk](mailto:custodymtg@capita.co.uk) by no later than 4:00 p.m. on 1 June 2015.

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BUSINESS REPLY  
LICENCE NUMBER  
RLUB-TBUX-EGUC



**Capita Asset Services**  
**PXS**  
**34 Beckenham Road**  
**BECKENHAM, KENT**  
**BR3 4ZF**  
**UNITED KINGDOM**