

# CATHAY INTERNATIONAL HOLDINGS LIMITED

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

"Company"

## Form of Proxy

**Form of Proxy for use by holders of shares 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 20 June 2016 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 shares in the Company, hereby appoint the Chairman of the Meeting or (Note 1) \_\_\_\_\_ as my/our proxy to attend and, on a poll or show of hands, to vote and act for me/us on my/our behalf 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.

If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

I/We wish my/our proxy to vote in respect of the Resolutions to be proposed as indicated below (Note 2).

| Resolutions   | For | Against | Abstain/<br>Withhold |
|---|-----|---------|----------------------|
| <b>Ordinary resolutions</b>   |     |         |                      |
| 1. To receive and adopt the financial statements for the year ended 31 December 2015 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 2015. |     |         |                      |
| 2. To re-elect as Executive Director Mr. Lee Jin-Yi, who retires by rotation, in accordance with Bye-Law 84 of the Company's Bye-Laws.  |     |         |                      |
| 3. To re-elect as Executive Director Mr. Siu Ka Chi Eric, who retires by rotation, in accordance with Bye-Law 84 of the Company's Bye-Laws.   |     |         |                      |
| 4. To re-elect as Executive Director Mr. Patrick Sung, who retires by rotation, in accordance with Bye-Law 84 of the Company's Bye-Laws.  |     |         |                      |
| 5. To re-elect as Independent Non-Executive Director Dr. Chan Ching Har Eliza, who retires in accordance with Bye-Law 90 of the Company's Bye-Laws.   |     |         |                      |
| 6. 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.  |     |         |                      |
| 7. 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>  |     |         |                      |
| 8. To disapply pre-emption rights on allotment of shares pursuant to Bye-Law 8 of the Company's Bye-Laws.   |     |         |                      |
| 9. To authorise the purchase by the Company of its own shares.  |     |         |                      |

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

### NOTES:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a meeting of the Company. If it is intended to appoint some other person as proxy, delete "the Chairman of the Meeting", insert that other person's name in the space provided and initial the amendment. A proxy need not be a member of the Company but must attend the meeting to represent you. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- Please indicate how you wish your proxy to vote by placing an "X" in the appropriate box. To abstain from voting on a resolution, select the relevant "Abstain/Withhold" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of the proportion of the votes for or against the resolution. If no indication is given your proxy will vote or abstain at his discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of a joint holding.
- Where the appointor is a corporation, this form of proxy must be executed under its common seal or be signed on its behalf by an officer, attorney or other person duly authorised in that behalf to sign the same.
- 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 thereof) must be completed and signed and sent or delivered to Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF, United Kingdom not less than 48 hours before the time appointed for holding the meeting (weekends and bank holidays excluded). If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- Any alterations to this form of proxy should be initialled.
- Completion and return of this form of proxy will not preclude the appointor from attending and voting in person at the meeting should he/she/it wish to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically terminate.