

# CATHAY INTERNATIONAL HOLDINGS LIMITED

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

"Company"

## *Form of Direction*

**Form of Direction for completion by holders of Depository Interests representing shares on a one for one basis in the Company in respect of the Annual General Meeting of the Company at Penha Room 2, Grand Lapa Macau, 956-1110 Avenida da Amizade, Macau SAR on 25 May 2012 at 11:30 a.m. (Macau time).**

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

of \_\_\_\_\_

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

being a holder of Depository Interests representing shares in the Company hereby instruct Capita IRG Trustees Limited, the Depository, 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
<b>Ordinary resolution</b>		
1 To receive the financial statements for the year ended 31 December 2011 together with the Directors' Report and the Report of the Auditor in respect of such financial statements and the Directors' Remuneration Report for the year ended 31 December 2011.		
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-Law.		
3 To re-elect as Non-Executive Director Mr. Stephen B. 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 accounts 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.		
<b>Special resolution</b>		
6 To disapply pre-emption rights on allotment of shares.		
7 To authorise the purchase by the Company of its own shares.		

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

### Notes:

1. 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 Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 72 hours before the time appointed for holding the Annual General Meeting, or any adjournment thereof.
2. Any alterations made to this Form of Direction should be initialled.
3. 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.
4. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
5. 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.
6. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The person appointed proxy 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.
7. 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 by no later than 4:00 p.m. at 21 May 2012.

BUSINESS REPLY  
LICENCE NUMBER  
RSBH-UXKS-LRBC



**PXS**  
**34 Beckenham Road**  
**BECKENHAM**  
**BR3 4TU**