

# CATHAY INTERNATIONAL HOLDINGS LIMITED

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

"Company"

## *Form of Proxy*

**Form of Proxy for completion by Shareholders 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 member/members of Cathay International Holdings Limited, hereby appoint the Chairman of the Meeting or (Note 1) \_\_\_\_\_ as my/our proxy to vote and act for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 25 May 2012 at 11:30 a.m. (Macau time) and at any adjournment thereof.

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

	Resolutions	For	Against	Discretion	Abstain/ Withhold
	<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-Laws.				
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. 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.
2. 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 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.
3. 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.
4. 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.
5. 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 delivered to Capita Registrars at the address overleaf not less than 48 hours before the time appointed for holding the Meeting.
6. Any alterations to this form of proxy should be initialled.
7. Completion and return of this form of proxy will not preclude shareholders from attending and voting in person at the Meeting should they wish to do so.

BUSINESS REPLY  
LICENCE NUMBER  
RSBH-UXKS-LRBC



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