



CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

Form of Proxy for Special General Meeting

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
of HK\$0.10 each in the capital of **CHINESE ESTATES HOLDINGS LIMITED** (the “Company”), **HEREBY APPOINT** ^(Note 3) the
Chairman of the Special General Meeting (the “Meeting”), or _____
of _____
as my/our proxy to attend the Meeting (or at any adjournment thereof) of the Company to be held at JW Marriott Ballroom, Level 3,
Salon 1-3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 7 July 2010 at 10:00 a.m. and to
vote for me/us and on my/our behalf in respect of the undermentioned resolution as indicated.

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
To approve (a) the First SP Agreement; (b) the Second SP Agreement; (c) the Third SP Agreement; (d) the Fourth SP Agreement; (e) the Fifth SP Agreement; and (f) the Sixth SP Agreement (collectively, the “Agreements”) and all the transactions contemplated by the Agreements, and authorise any one director or the company secretary of the Company to do all acts, matters and things that are necessary, expedient or desirable to give effect to and implement and/or complete the transactions contemplated in each of the Agreements.		

Date: _____ day of _____, 2010

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital 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 in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Special General Meeting” and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided. You are entitled to appoint one or more separate proxies and the proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Please indicate with a “✓” in the spaces opposite to the resolution showing how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint holders of a share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or at any adjournment thereof.
- Whether or not you intend to be present at the Meeting, you are welcome to complete the form of proxy. The completion of a form of proxy and returning it to the Company’s branch registrar and transfer office in Hong Kong will not preclude you from attending and voting in person at the Meeting or poll concerned and, in such event, the appointment of the proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**