



# 建業地產股份有限公司\*

## Central China Real Estate Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0832)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 16 MAY 2014

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each (“Shares”) in the share capital of Central China Real Estate Limited (the “Company”), hereby appoint<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_ or failing him, the chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at Studio 1, 7/F., W Hong Kong, 1 Austin Road West, Kowloon, Hong Kong on Friday, 16 May 2014 at 3:00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the AGM as indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To consider and approve the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the financial year ended 31 December 2013.		
2.	To declare a final dividend for the year ended 31 December 2013.		
3.	(A) To re-elect Ms. Yan Yingchun as an executive director of the Company.		
	(B) To re-elect Mr. Leow Juan Thong Jason as a non-executive director of the Company.		
	(C) To re-elect Mr. Cheung Shek Lun as an independent non-executive director of the Company.		
	(D) To re-elect Mr. Muk Kin Yau as an independent non-executive director of the Company.		
	(E) To authorise the board of directors of the Company to fix the remuneration of the respective directors of the Company.		
4.	To re-appoint KPMG as the Company’s auditors and authorise the board of directors of the Company to fix their remuneration for the year ending 31 December 2014.		
5.	(A) To grant a general mandate to the directors of the Company to issue additional Shares.		
	(B) To grant a general mandate to the directors of the Company to repurchase Shares.		
	(C) To extend the general mandate granted to the directors of the Company to issue Shares.		

Dated this \_\_\_\_\_ 2014

Signature<sup>5</sup>: \_\_\_\_\_

**Notes:**

- Please insert your full name and address in **BLOCK CAPITALS** in the space provided. The names of all joint holders should be stated.
- Please insert the number of Shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those Shares. If not, this proxy form will be deemed to relate to all the Shares registered in your name (whether alone or jointly with others).
- Please insert the full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.** A proxy needs not be a member of the Company but must attend the AGM in person to represent you. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
- IMPORTANT:** If you wish to vote for any resolution, please tick in the appropriate box marked “For”. If you wish to vote against any resolution, please tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- The full descriptions of the resolutions proposed to be considered and approved at the AGM are set out in the notice of AGM dated 10 April 2014, which is also available at the Company’s website at [www.centralchina.com](http://www.centralchina.com).
- In the case of joint holders of any Share, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he or she were solely entitled thereto. However, if more than one of such joint holders is present at the AGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
- 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 of that power or authority, must be deposited with the Company’s Hong Kong branch share registrar, 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 appointed for holding the AGM or any adjourned meeting. Delivery of an instrument appointing a proxy will not preclude you from attending and voting in person, at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initiated by the person who signs it.

\* For identification purposes only