



ZHI CHENG HOLDINGS LIMITED

智城控股有限公司*

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8130)

SECOND PROXY FORM

Second form of proxy for use by shareholders of Zhi Cheng Holdings Limited (the "Company") at the special general meeting (the "Meeting") to be convened at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Friday, 30 March 2012 at 11:00 a.m. and at any adjournment thereof.

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares of HK\$0.01 each of the Company hereby:

- (I) REVOKE all proxy(ies) previously granted by me/us (if any) in respect of the Meeting; and
- (II) APPOINT the Chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Board Room, 1st Floor, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Friday, 30 March 2012 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

	Ordinary Resolutions	FOR	AGAINST
1.	To approve the placing agreement dated 26 October 2011 entered into between the Company and Kingston Securities Limited and the transactions contemplated thereunder		
2.	To re-elect Mr. Chong Yiu Kan, Sherman as independent non-executive director		

Dated the _____ day of _____ 2012

Shareholder's signature X _____ X (notes e, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any resolutions, please tick ("✓") the box(es) marked "Against". If this second form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- e In the case of a joint holding, this second form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The second form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this second form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- h Any alteration made to this second form of proxy should be initialled by the person who signs the form.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE "FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 14 FEBRUARY 2012 WITH THE COMPANY'S BRANCH SHARE REGISTRAR SHOULD NOTE THAT:

- (i) **If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by it/him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the Meeting (other than those referred to in the notice convening the Meeting and the First Proxy Form) including the resolution for the re-election of Director set out in the supplemental circular of the Company dated 5 March 2012.
- (ii) **If the Second Proxy Form is lodged with the Company's branch share registrar 48 hours prior to the time appointed for holding the Meeting (the "Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by it/him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid and it will also revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time.** If such Shareholders wish to vote at the Meeting, it/he/she will have to attend in person and vote at the Meeting itself/himself/herself.

If a Shareholder has any queries about the validity of its/his/her proxy form deposited, please contact the Company's branch share registrar at 29801333.

* for identification purposes only