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CPMC HOLDINGS LIMITED

中糧包裝控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 906)

Form of Proxy for the Annual General Meeting

I/We, (Note 1) _____
of (Note 1) _____
being the registered holder(s) of (Note 2) _____ shares of
the above named Company, HEREBY APPOINT the Chairman of the Annual General Meeting or any adjournment thereof (the "Meeting"),
or (Note 3) _____
of _____
as my/our proxy to act for me/us at the Meeting to be held at JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway,
Hong Kong on Tuesday, 2 June 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions
set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated
and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and auditors for the year ended 31 December 2014.		
2.	To declare a final dividend for the year ended 31 December 2014 of RMB0.025 (equivalent to HK3.1 cents) per share.		
3.	(a) To re-elect Mr. Ning Gaoning as a non-executive Director of the Company and to authorise the board of directors of the Company to fix his remuneration, if there is any.		
	(b) To re-elect Mr. Zhou Zheng as a non-executive Director of the Company and to authorise the board of directors of the Company to fix his remuneration, if there is any.		
	(c) To re-elect Mr. Cheng Yuk Wo as an independent non-executive Director of the Company and to authorise the board of directors of the Company to fix his remuneration.		
4.	To re-appoint Ernst & Young as auditors and to authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.*		
6.	To grant a general mandate to the directors to repurchase shares in the capital of the Company.*		
7.	Subject to the passing of Resolutions 5 and 6, to extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company by an amount not exceeding the amount of the shares repurchased by the Company.*		

Signature(s) (Note 7) _____

Dated _____ 2015

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 words "**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENT THEREOF (THE "MEETING")**", or" (herein stated) and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast your vote 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 referred to the Notice convening the Meeting.
- The register of members of the Company will be closed from Friday, 29 May 2015 to Tuesday, 2 June 2015 with both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Company's registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m., Thursday, 28 May 2015.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's 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 Meeting or the adjourned Meeting.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing or, if the shareholder is a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted on the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the name stands first register in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

* The full text of these Resolutions are set out in the Notice of the Annual General Meeting.