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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 Extraordinary General Meeting

I/We^(*), (Note 1) _____
of (Note 1) _____
being the registered holder(s) of (Note 2) _____ shares of CPMC Holdings Limited (the “Company”), HEREBY
APPOINT _____
(I.D. No.: _____ of _____ (Note 3) Tel. _____)
No.: _____) or the chairman of the extraordinary general meeting of the Company (the “EGM”), as my/our^(*) proxy(ies)^(*)
to attend and vote for me/us^(*) on the following resolution in accordance with the instruction(s) below and on my/our^(*) behalf at the EGM to be held at
10:30 a.m. on Friday, 15 July 2016 at President Suite, World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway
Bay, Hong Kong and any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the
EGM. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	Conditional upon the passing of the resolution set out in resolution 2 below, to approve, confirm and ratify the subscription agreement dated 22 May 2016 (the “ Subscription Agreement ”) entered into between the Company and each of the connected subscribers (details of which are set out in the Company’s circular dated 27 June 2016) and the transactions contemplated thereunder (including the grant of the specific mandate in connection with the allotment and issue of 92,000,000 new ordinary shares of the Company pursuant to the Subscription Agreement), as more particularly set out in the notice convening the EGM.		
2.	Conditional upon the passing of the resolution set out in resolution 1 above, to approve, confirm and ratify the employee subscription agreements dated 24 May 2016 (the “ Employee Subscription Agreements ”) entered into between the Company and each of the employee subscribers (details of which are set out in the Company’s circular dated 27 June 2016) and the transactions contemplated thereunder (including the grant of the specific mandate in connection with the allotment and issue of an aggregate of 85,000,000 new ordinary shares of the Company pursuant to the Employee Subscription Agreements), as more particularly set out in the notice convening the EGM.		

Signature(s): (Note 6) _____ Dated _____ 2016

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).
- Please insert the name and address of your proxy. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to his proxy form must be signed by the signatory.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A TICK / IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A TICK / IN THE BOX MARKED “AGAINST”.** In the absence of any such indication, the proxy will vote or abstain at his discretion.
- The register of members of the Company will be closed from Thursday, 14 July 2016 to Friday, 15 July 2016 with both days inclusive. In order to qualify for attending and voting at the EGM, 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., Wednesday, 13 July 2016.
- 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 EGM or the adjourned EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of 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 names stand in register in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ^(*)please delete as appropriate.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**