

C&D INTERNATIONAL INVESTMENT GROUP LIMITED

建發國際投資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1908)

FORM OF PROXY EXTRAORDINARY GENERAL MEETING

Form of proxy for use by shareholders at the extraordinary general meeting to be held at Office No.3517, 35th Floor, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong on Wednesday, 12 October 2016 at 10:30 a.m. (or any adjournment thereof)

I/We ^(Note a) _____ (Name(s))

Of _____ (Address(es))

being the registered holder(s) of _____ ^(Note b) shares of HK\$0.10 each in the capital of C&D International

Investment Group Limited (the "Company") hereby appoint the Chairman of the extraordinary general meeting of the Company (the "Meeting") or _____ (Name(s))

of _____ (Address(es))

to act as my/our proxy ^(Note c) to attend for me/us at the Meeting to be held at Office No.3517, 35th Floor, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong on Wednesday, 12 October 2016 at 10:30 a.m. (or any adjournment thereof), and to vote on my/our behalf at the Meeting (or any adjournment thereof) in respect of the undermentioned resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTION ^(Note d)	FOR ^(Note e)	AGAINST ^(Note e)
	"THAT		
(1)	(a) the consignment agreement dated 19 August 2016 entered into between Shanghai Zhaoyu Asset Management Limited Company and Shanghai Zhongyue Real Estate Development Limited Company in respect of the "Xinjiangwan Huayuan" project (the " Huayuan Consignment Agreement ") and the consignment agreement dated 19 August 2016 entered into between Shanghai Shanxidi Real Estate Development Limited Company and Shanghai Zhongyue Asset Management Limited Company in respect of the "Xinjiangwan Jiayuan" project (the " Jiayuan Consignment Agreement ") (copies of which marked "A" and "B" have been produced to the Meeting and initialled by the chairman of the Meeting for identification purpose) the transactions contemplated thereunder and the proposed annual caps thereunder and all other transactions in connection therewith and any other ancillary documents, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any director(s) of the Company (the " Director(s) ") may consider necessary, desirable or appropriate;		
	(b) any Director(s) be and are hereby authorised for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Huayuan Consignment Agreement, the Jiayuan Consignment Agreement and any ancillary documentation and transactions thereof;		
(2)	(a) the capital increase agreement dated 18 August 2016 entered into between Xiamen Yi Yue Property Company Limited, Suzhou Zhaokun Real Estate Development Company Limited and Xiamen Liyuan Investment Company Limited (a copy of which marked "C" respectively has been produced to the Meeting and initialled by the chairman of the Meeting for identification purpose), the transactions contemplated thereunder and the proposed annual caps thereunder, and all other transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified, subject to such addition or amendment as any Director(s) may consider necessary, desirable or appropriate;		
	(b) any Director(s) be and are hereby authorised for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Capital Increase Agreement and any ancillary documentation and transactions thereof;		

Dated this _____ day of _____ 2016.

Signature of shareholder(s): _____ ^(Notes f and g)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITAL LETTERS**. In the case of joint registered holders, the names of all joint holders should be stated.
- Please insert the number of shares in the capital of the Company (the "**Shares**") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy was so appointed must be specified.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies of his own choice to attend and vote on his behalf. A proxy needs not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words "*the Chairman of the extraordinary general meeting of the Company (the "Meeting") or*" and insert the name(s) and address(es) of the person(s) appointed in the spaces provided. If no name(s) and address(es) are inserted, the Chairman of the Meeting will act as your proxy.
- The full text of the resolutions is set out in the notice of the Meeting incorporated in the circular of the Company dated 24 September 2016.

- e. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“/”) THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“/”) THE BOXES MARKED “AGAINST”.** If the form of proxy returned is duly signed but contains no specific direction on any one or more of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the corresponding proposed resolution(s). A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those set out in the notice of the Meeting.
- f. In the case of joint registered holders of any Share, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either in person or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting (or any adjournment thereof) personally or by proxy, that one of the said joint holders so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- g. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- h. To be valid, this 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 Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting (or any adjournment thereof).
- i. Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
- j. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish, and in such event, this form of proxy shall be deemed to be revoked.
- k. A member or his proxy shall produce proof of identity when attending the Meeting (or any adjournment thereof). If a corporate member appoints its representative to attend the Meeting (or any adjournment thereof), such representative should produce proof of identity and a copy of the power of attorney or resolution of the board of directors or other governing body of that corporate member duly appointing such representative to attend the Meeting (or any adjournment thereof).