



# CHINA TRENDS HOLDINGS LIMITED

## 中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

### PROXY FORM

**Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") to be convened at 26/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 23 November 2015 at 11:00 a.m.**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b)  
shares of HK\$0.01 each of China Trends Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting of the Company to be held at 26/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 23 November 2015 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

|     | ORDINARY RESOLUTION   | FOR (note d) | AGAINST (note d) |
|-----|---|--------------|------------------|
| (a) | the conditional second deed of amendment (the "Second Deed of Amendment") dated 5 October 2015 (a copy of the Second Deed of Amendment is marked "A" and produced to the EGM and signed by the chairman of the EGM for identification purpose) and entered into among the Company, China Technology Education Trust Association, Honour Sky International Limited, Ocean Space Development Limited, Metropower Holdings Limited and Wong Chak Keung (collectively, the "Bondholders") to (i) remove the lockup period of six months commencing on the date of the allotment and issue of such new share(s) of the Company (the "Conversion Shares") to be allotted and issued upon exercise of the conversion rights attached to the convertible bonds (the "Convertible Bonds") in the initial principal amount of HK\$595,000,000 issued by the Company on 30 December 2009; (ii) amend the number of days the Company is required to deliver the share certificates after conversion of the Convertible Bonds from ten business days to one business day after the date of conversion; (iii) remove the restrictions for the conversion and transfer of the Convertible Bonds in multiples of HK\$10,000,000; (iv) amend the terms of the Convertible Bonds such that the Convertible Bonds shall be automatically converted into Conversion Shares on the business day next prior to the settlement date; and (v) permit the use of such form of instrument of transfer as the Board may approve for the transfer of the Convertible Bonds and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and |              |                  |
| (b) | any one or more director(s) of the Company be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Second Deed of Amendment and the transactions contemplated thereunder.  |              |                  |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015

Shareholder's signature \_\_\_\_\_ (notes e, f, g and h)

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 capital of the Company registered in your name(s).
- 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.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. 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.
- In the case of a joint holding, this 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.
- The 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.
- 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 offices of the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.