



# ZHONG FA ZHAN HOLDINGS LIMITED

## 中發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 475)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (THE "EGM") TO BE HELD ON THURSDAY, 20 SEPTEMBER 2018 (OR AT ANY ADJOURNMENT THEREOF)

I/We<sup>(Note 1)</sup>, \_\_\_\_\_ (name of shareholder(s))  
of \_\_\_\_\_ (address of shareholder(s))  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of Zhong Fa Zhan Holdings Limited (the "Company") hereby appoint <sup>(Note 3)</sup> the Chairman of the EGM or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act on my/our behalf at the EGM to be held at B2 Boardroom, the Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Thursday, 20 September 2018 at 10:00 a.m. or any adjournment thereof and to vote for me/us on the resolution referred to in the notice of the EGM dated 24 August 2018 (the "EGM Notice") (with or without modifications) as indicated below:

ORDINARY RESOLUTION		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the SPA (as defined in the EGM Notice) and the transactions contemplated thereunder, and to authorise any one director of the Company to take all steps necessary, appropriate, desirable or expedient in his/her opinion to approve and implement and/or give effect to the SPA (as defined in the EGM Notice) and the transactions contemplated thereunder (details of the resolution are set out in ordinary resolution no. 1 of the EGM Notice).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the Chairman of the EGM is preferred, strike out the words "the Chairman of the EGM or", and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolution or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any amendment to the resolution referred to in the EGM Notice which has been properly put to the 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 any duly authorised officer.
- In the case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the EGM personally or by proxy, the person whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- 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 certified copy of such power of attorney or other authority, must be deposited at the office of the Company's branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be).
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar and transfer office, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company's branch share registrar, Tricor Investor Services Limited by post.