



SHANGHAI ZENDAI PROPERTY LIMITED

上海証大房地產有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 755)

Revised form of proxy for use at the annual general meeting to be held at 10:30 a.m. on Tuesday, 30 June 2015 (or any adjournment thereof)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary shares
of HK\$0.02 each in the share capital of Shanghai Zendai Property Limited (the “Company”), HEREBY APPOINT the Chairman of the Meeting
or ⁽³⁾ _____
of _____
or failing him/her, _____
of _____
as my/our proxy to attend and to vote for me/us on my/our behalf at the annual general meeting (the “Meeting”) of the Company to be held at Unit A, 29/F, Admiralty Center I, 18 Harcourt Road, Hong Kong at 10:30 a.m. on Tuesday, 30 June 2015 (or at any adjournment thereof). I/We hereby direct my/our proxy to vote for or against the resolutions as set out in the notice convening the Meeting as indicated herebelow or, if no such indication is given, my/our proxy will vote or abstain from voting as he/she thinks fit.

Ordinary resolutions		For ⁽⁵⁾	Against ⁽⁵⁾
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2014		
2.	A. To re-elect the following retiring directors of the Company who are standing for re-election:		
	(i) Mr. Zhang Chenguang		
	(ii) Mr. Zhong Guoxing		
	(iii) Dr. Wang Hao		
	(iv) Ms. Li Li Hua		
	B. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company		
3.	To re-appoint BDO Limited, certified public accountants, as the auditors of the Company and to authorise the board of directors to fix their remuneration		
3A.	To appoint PricewaterhouseCoopers, certified public accountants, as the auditors of the Company and to authorise the board of directors to fix their remuneration		
4.	Ordinary Resolution No. 4A ⁽⁴⁾		
	Ordinary Resolution No. 4B ⁽⁴⁾		
	Ordinary Resolution No. 4C ⁽⁴⁾		

Dated this _____ day of _____ 2015 Signature: _____

Notes:

- Please insert your full name and address in **BLOCK CAPITAL LETTERS** in the space provided.
- Please insert the number of ordinary shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If none, this proxy form will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the “the Chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITALS LETTERS** in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- The full text of these resolutions and all other resolutions appears in the notice of the Meeting dated 5 June 2015.
- If you wish to vote for a resolution, place a tick “/” in the column marked “For”. If you wish to vote against a resolution, place a tick “\” in the column marked “Against”. If no indication is given, the proxy will vote or abstain at his/her discretion.
- Corporations must execute this proxy form under common seal or (under the hand of) an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE “ORIGINAL PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 5 JUNE 2015 WITH THE COMPANY’S BRANCH REGISTRAR IN HONG KONG SHOULD NOTE THAT:

- If both the Original Proxy Form and this Revised Proxy Form, in each case, correctly completed and signed, are lodged with the Company’s branch registrar in Hong Kong at or prior to the Closing Time, only the Revised Proxy Form will be treated as a valid form of proxy lodged by you.
- If the Original Proxy Form has already been lodged with the Company’s branch registrar in Hong Kong at or prior to the Closing Time but no Revised Proxy Form is lodged with the Company’s branch registrar in Hong Kong at or prior to the Closing Time or if the Revised Proxy Form is lodged with the Company’s branch registrar in Hong Kong after the Closing Time or if the Revised Proxy Form is invalid for whatever reasons, the Original Proxy Form will be treated as valid form of proxy if correctly completed and signed. The proxy so appointed under the Original Proxy Form will be entitled to vote at his or her discretion or to abstain at the meeting on ordinary resolution no. 3A as set out in the Revised Proxy Form.

* for identification purpose only