



# SHANGHAI ZENDAI PROPERTY LIMITED

## 上海証大房地產有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 755)

### Form of proxy for use at the annual general meeting to be held at 10:30 a.m. on Thursday, 29 June 2017 (or any adjournment thereof)

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.02 each in the share capital of  
Shanghai Zendai Property Limited (the "Company"), HEREBY APPOINT <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the Meeting or 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 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Thursday, 29 June 2017 (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 here below or, if no such indication is given,  
my/our proxy will vote or abstain from voting as he/she thinks fit.

| Ordinary resolutions |  | For <sup>(5)</sup> | Against <sup>(5)</sup> |
|----------------------|--|--------------------|------------------------|
| 1.                   | To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2016  |                    |                        |
| 2.                   | A. To re-elect the following directors of the Company ("Directors"):   |                    |                        |
|                      | (i) Mr. Qiu Haibin as executive Director   |                    |                        |
|                      | (ii) Mr. Wang Quan as executive Director   |                    |                        |
|                      | (iii) Mr. Zhang Huagang as executive Director  |                    |                        |
|                      | (iv) Ms. Li Li Hua as executive Director   |                    |                        |
|                      | (v) Mr. Gong Ping as non-executive Director  |                    |                        |
|                      | (vi) Ms. Jiang Zhengyan as non-executive Director  |                    |                        |
|                      | (vii) Mr. Ng Man Kung as independent non-executive Director  |                    |                        |
|                      | (viii) Mr. How Sze Ming as independent non-executive Director  |                    |                        |
|                      | (ix) Dr. Di Ruipeng as independent non-executive Director  |                    |                        |
|                      | B. To authorise the board of Directors to fix the remuneration of the Directors  |                    |                        |
| 3.                   | To re-appoint PricewaterhouseCoopers, certified public accountants, as the auditors of the Company and to authorise the board of Directors to fix their remuneration   |                    |                        |
| 4.                   | A. To give a general mandate to the Directors to issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution <sup>(4)</sup> |                    |                        |
|                      | B. To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution <sup>(4)</sup>       |                    |                        |
|                      | C. To extend the general mandate granted to the Directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company <sup>(4)</sup>                      |                    |                        |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 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, please insert the name and address of the proxy desired in **BLOCK CAPITALS LETTERS** in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. The proxy need not be a shareholder of the Company, but must attend the Meeting in person to represent you. 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 29 May 2017.
- 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, 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.
- Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto. But if more than one of such joint holders are present at the Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

\* For identification purpose only