



# 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 Tuesday, 25 June 2019 (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 Tuesday, 25 June 2019 (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 <sup>(4)</sup>	For <sup>(5)</sup>	Against <sup>(5)</sup>
1.	To consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2018		
2.	A. To re-elect the following directors of the Company ("Directors"):		
	(i) Mr. Qiu Haibin as executive Director		
	(ii) Mr. Qin Renzhong as executive Director		
	(iii) Mr. Zhang Huagang as executive Director		
	(iv) Mr. Gong Ping as non-executive Director		
	(v) Ms. Jiang Zhengyan as 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		
	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		
	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		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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 more than one valid proxy form is delivered in respect of the same share for use at the Meeting, the one which is delivered last (regardless of the date on which it is signed) will be treated as the valid form. If it is not possible to determine the order of delivery, none of the forms will be treated as valid.
- 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. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- The full text of these resolutions and all other resolutions appears in the notice of the Meeting dated 24 May 2019.
- 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 its seal or under the hand of an officer, attorney or other person authorized to sign the same. 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 as soon as possible but in any event no later than 10:30 a.m. (Hong Kong time) on Sunday, 23 June 2019 (or, if the Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Meeting).
- 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 of a share if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
- The Company has absolute discretion to deal with any proxy forms including rejecting any form of proxy which is incomplete, improperly completed, illegible, or where it is difficult to ascertain from it the intention of the shareholder making the appointment or where its contents contradict another form of proxy submitted by or on behalf of the same shareholder.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to Tricor Secretaries Limited for the attention of Privacy Compliance Officer at the above address.

\* For identification purpose only