



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 special general meeting to be held at 10:30 a.m. on Wednesday, 29 April 2020 (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 special 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 Wednesday, 29 April 2020 (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.	<p>THAT:</p> <p>(a) the Company be and is hereby authorised to dispose of (i) its entire equity interests in 海門証大濱江置業有限公司 (Haimen Zendai Binjiang Real Estate Co., Ltd.*) (together with its subsidiaries, the “Disposal Group”) excluding those in 煙台証大大拇指置業有限公司 (Yantai Zendai Thumb Property Co., Ltd.*) (the “Excluded Company”); and (ii) the outstanding shareholders’ loan owed by the Disposal Group to 上海証大置業有限公司 (Shanghai Zendai Real Estate Co., Ltd.*) and its affiliated companies, excluding the portion owed by the Excluded Company, by way of public tender through Shanghai United Assets and Equity Exchange Co., Ltd. (上海聯合產權交易所有限公司) (or such other equity exchange as subsequently determined by the Board), in accordance with the major terms as delineated in the announcements of the Company dated 2 February 2020 and 13 February 2020 and the circular dated 14 April 2020 despatched by the Company (the “Proposed Disposal”) and the transactions contemplated under such Proposed Disposal be and are hereby approved, ratified and confirmed; and</p> <p>(b) any director of the Company be and is hereby granted in advance the general mandate (the “Proposed Mandate”) to proceed with the Proposed Disposal and should there be a successful bidder, to complete the Proposed Disposal and to exercise all the powers of the Company and to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Proposed Disposal. ⁽⁴⁾</p>		
2.	To re-elect Mr. Wang Letian as an executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.		

Dated this _____ day of _____ 2020

Signature ^{(6)/(7)/(9)}: _____

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 CAPITAL 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 the resolutions appear in the notice of the Meeting dated 14 April 2020.
- 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 resolutions 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 INITIALLED 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 54, 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.
- 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.
- 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

- “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 (“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, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our 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 to the Personal Data Privacy Officer of Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

* For identification purpose only