

SMART CITY DEVELOPMENT HOLDINGS LIMITED

智城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

FORM OF PROXY FOR 2022 ANNUAL GENERAL MEETING

No. of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
(of _____)
being the registered shareholder(s) of SMART CITY DEVELOPMENT HOLDINGS LIMITED (the "Company") hereby appoint ^(Note 3) the
Chairman of the 2022 Annual General Meeting (the "Meeting") or _____
(of _____)
or failing him _____
(of _____)
as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room 815-818, 8th Floor, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong on 25 August 2022 at 10:30 a.m. and at any adjournment thereof on the resolutions referred to in the Notice of the Annual General Meeting as indicated below:

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of directors and auditor of the Company for the year ended 31 March 2022.		
2(A).	To consider the re-election of Mr. Hung Kenneth as an executive Director of the Company.		
2(B).	To consider the re-election of Mr. Lam Wai Hung as an independent non-executive Director of the Company.		
3.	To authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company.		
4.	To consider the re-appointment of Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of Directors of the Company to fix their remuneration.		
5(A).	To give a general mandate to the Directors of the Company to allot shares not exceeding 20% of the issued share capital of the Company.		
5(B).	To give a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company.		
5(C).	To extend the general mandate in 5(A) above by the amount of repurchased shares.		
Special Resolution		For ^(Note 4)	Against ^(Note 4)
6.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company ("Memorandum and Articles of Association") and adopt the amended and restated Memorandum and Articles of Association as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with effect immediately upon close of the Meeting and authorise any Director or officer of the Company to do all things necessary to implement the adoption of the new Memorandum and Articles of Association and to attend all necessary filings in Hong Kong and in the Cayman Islands.		

Dated this _____ day of _____ 2022 Signature ^(Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the Meeting is preferred, delete words "THE CHAIRMAN OF THE 2022 ANNUAL GENERAL MEETING (the "Meeting")" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of Shareholders of the Company in respect of the joint holding.
- Any Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the Meeting. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

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 AGM 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 by mail to Tricor Investor Services Limited at the above address.