



銀泰商業

INTIME RETAIL (GROUP) COMPANY LIMITED

銀泰商業(集團)有限公司

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 1833)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING ON 8 MAY 2017 (OR AT ANY ADJOURNMENT THEREOF)

For use at the extraordinary general meeting (or at any adjournment thereof) (the “**Extraordinary General Meeting**”) of the holders of ordinary shares of US\$0.00001 each (the “**Shares**”) in the capital of Intime Retail (Group) Company Limited (the “**Company**”).

I/We¹ _____
of _____
being the registered holder(s) of² _____ Shares
HEREBY APPOINT³ _____
of _____

or failing him/her, the Chairman of the Extraordinary General Meeting as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the holders of the Shares (or at any adjournment thereof) to be held at 1/F, Peacock Room to Stork Room, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on 8 May 2017 at 4:00 p.m. (Hong Kong time) (or as soon thereafter as the court meeting of certain holders of the Shares convened at direction of the Grand Court of the Cayman Islands for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the special resolution and ordinary resolutions as set out in the notice dated 31 March 2017 convening the Extraordinary General Meeting (the “**Notice**”) and at such Extraordinary General Meeting to vote for me/us and in my/our name(s) in respect of the special resolution and the ordinary resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR⁴	AGAINST⁴
1.	To approve the capital reduction for the purpose of giving effect to the Scheme ⁸		
ORDINARY RESOLUTIONS			
1.	To approve the increase in the issued share capital of the Company, and authorise any one of the directors of the Company to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company ⁸		
2.	To approve the rollover arrangement between Alibaba Investment Limited, Intime International Holdings Limited, Mr. Chen Xiaodong and Honor Mind Holdings Limited under the rollover agreement entered into among them on 9 January 2017 ⁸		

Dated this _____ day of _____ 2017 Signature (s)⁵ _____

Contact Phone Number _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of the shares of US\$0.00001 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, please insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Extraordinary General Meeting will act as your proxy. You are entitled to appoint one or more proxies to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Extraordinary General Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE ALL OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION(S), TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE ALL OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), TICK THE BOX MARKED "AGAINST". Failure to tick either box in relation to any of the proposed special resolution and the ordinary resolutions will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than that referred to in the Notice convening the Extraordinary General Meeting or abstain. IF YOU WISH TO VOTE SOME OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION(S) AND SOME OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), PLEASE INSERT IN THE RELEVANT BOX MARKED "FOR" THE NUMBER OF SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE RELEVANT NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE.
5. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with the branch share registrar of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 4:00 p.m. (Hong Kong time) on Saturday, 6 May 2017, and, in default, this form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person at the Extraordinary General Meeting if you so wish, but in the event of your attending the Extraordinary General Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Extraordinary General 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.
8. Full text of the resolutions is set out in the Notice.