



HOPEWELL HOLDINGS LIMITED

合和實業有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 54)

**FORM OF PROXY
FOR THE COURT MEETING ON 21 MARCH 2019
(OR ANY ADJOURNMENT THEREOF)**

Form of proxy for use at the Meeting (or any adjournment thereof) convened by direction of the High Court of the Hong Kong Special Administrative Region of the Scheme Shareholders (as defined in the Scheme referred to below).

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, COURT OF FIRST INSTANCE, MISCELLANEOUS PROCEEDINGS NO. 2251 OF 2018

In the Matter of HOPEWELL HOLDINGS LIMITED 合和實業有限公司 and in the Matter of THE COMPANIES ORDINANCE, Chapter 622 of the Laws of Hong Kong

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ ordinary shares
in the share capital of **HOPEWELL HOLDINGS LIMITED 合和實業有限公司** (the “**Company**”) hereby
appoint⁽³⁾ _____
of _____

or failing him, the Chairman of the Meeting to act as my/our proxy, to attend, act and vote on my/our behalf as directed below at the Meeting of the Scheme Shareholders convened by the direction of the High Court of the Hong Kong Special Administrative Region to be held at The Glass Pavilion, 3/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 21 March 2019⁽⁹⁾ at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, approving (with or without modification) the scheme of arrangement proposed to be made between the Company and the Scheme Shareholders referred to in the Notice convening the Meeting (the “**Scheme**”) and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (with or without modification, as my/our proxy may approve) or against the Scheme as indicated below and, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme⁽⁴⁾	AGAINST the Scheme⁽⁴⁾

Dated this _____ day of _____ 2019

Signature(s)⁽⁵⁾: _____

Contact Phone Number: _____

Notes:

- (1) Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- (2) Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the share capital of the Company registered in your name(s).
- (3) If any proxy other than the Chairman of the Meeting is preferred, please insert the name and address of the proxy desired in the space provided; otherwise the proxy will be the Chairman of the Meeting. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE PUT A TICK IN THE BOX BELOW THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE PUT A TICK IN THE BOX BELOW THE BOX MARKED “AGAINST the Scheme”.** Failure to tick either box 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 other resolution properly put to the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (6) 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 thereof, must be deposited at the Company’s registered office at 64th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting but the form of proxy not so lodged may also be handed to the Chairman of the Meeting at the Meeting. Form of proxy sent electronically will not be accepted.
- (7) Where there are joint registered holders of any share of the Company, any one of such persons 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 be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (8) Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish, and, in such event, this form of proxy will be deemed to have been revoked. If you complete and deliver the form of proxy, but do not attend and vote in person at the Meeting, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous termination or revocation of authority of the person to act as a proxy or the power of attorney or other authority under which the proxy was executed, unless notice of such termination or revocation shall have been received by the Company at its registered office before the commencement of the Meeting or adjourned Meeting at which the vote is given, or by the Chairman of the Meeting on the day and at the place, but before the commencement of the Meeting or the adjourned Meeting at which the vote is given.
- (9) If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Thursday, 21 March 2019, the Meeting will be postponed and will be held instead on Tuesday, 26 March 2019 at 11:00 a.m. or at a time on an alternative day to be announced that falls within seven business days (i.e. a day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong) of the original date scheduled for the Meeting in the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Tuesday, 26 March 2019. You may call the hotline at +852 2528 4975 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays or visit the website of the Company at www.hopewellholdings.com for details of alternative meeting arrangements. The Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.

You should make your own decision as to whether you would attend the Meeting under bad weather conditions bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “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”).
- (ii) Your Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- (iii) 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 verification and record purposes.
- (iv) You have the right to 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 and sent to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.