



Zhejiang New Century Hotel Management Co., Ltd.
浙江開元酒店管理股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1158)

**FORM OF PROXY FOR
THE ANNUAL GENERAL MEETING OR ANY ADJOURNED MEETING
TO BE HELD ON 20 MAY, 2020**

I/We^(note 1) _____
of _____,

being the registered holder(s) of a total of _____

Domestic Shares/Unlisted Foreign Shares/H Shares ^(note 2) of RMB1.00 each in the issued capital of Zhejiang New Century Hotel Management Co., Ltd. (the “**Company**”), hereby appoint^(note 3) _____

of _____

or failing him, the Chairman of the meeting, as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting for 2019 (“**AGM**” or “**Meeting**”) of the Company to be held at Minghou Hall, 4th Floor, New Century Grand Hotel Hangzhou, No. 818 Shixinzhong Road, Beigan Subdistrict, Xiaoshan District, Hangzhou, Zhejiang Province, the People’s Republic of China at 2:00 p.m. on Wednesday, 20 May, 2020, or at any adjournment thereof in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please tick “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1	To consider and approve the work report of the Board of Directors for the year ended 31 December, 2019.			
2	To consider and approve the work report of the Supervisory Board for the year ended 31 December, 2019.			
3	To consider and approve the independent auditor’s report and consolidated financial statements for the year ended 31 December, 2019.			
4	To consider and approve the annual report for the year ended 31 December, 2019.			
5	To consider and approve the final accounts for 2019			
6	To consider and approve the financial budget for 2020.			
7	To consider and approve the profit distribution plan of the Company for the year ended 31 December, 2019, as set out in the Circular.			
8	To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company for the year 2020 and authorization for the Board of Directors to determine their remunerations for the year 2020.			
9	To consider and approve the election of Directors of the second session of the Board of Directors of the Company.			
	(a) To consider and approve the re-election of Mr. Jin Wenjie as an executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors’ remuneration.			
	(b) To consider and approve the re-election of Mr. Chen Miaoqiang as an executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors’ remuneration.			
	(c) To consider and approve the re-election of Mr. Chen Canrong as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors’ remuneration.			

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
	(d) To consider and approve the re-election of Mr. Jiang Tianyi as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.			
	(e) To consider and approve the election of Mr. Zhou Rong as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.			
	(f) To consider and approve the election of Mr. Xie Bingwu as a non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.			
	(g) To consider and approve the re-election of Mr. Zhang Rungang as an independent non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.			
	(h) To consider and approve the re-election of Mr. Khoo Wun Fat William as an independent non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.			
	(i) To consider and approve the re-election of Ms. Qiu Yun as an independent non-executive Director, the term of office will be three years commencing from the date of AGM and to authorise the Board to fix the Directors' remuneration.			
10	To consider and approve the election of Supervisors of the second session of the Supervisory Board of the Company.			
	(a) To consider and approve the re-election of Ms. Zha Xianghong as a supervisor, the term of office will be three years commencing from the date of AGM and to authorise the Supervisory Board to fix the Supervisors' remuneration.			
	(b) To consider and approve the re-election of Mr. Guo Mingchuan as a supervisor, the term of office will be three years commencing from the date of AGM and to authorise the Supervisory Board to fix the Supervisors' remuneration.			
11	To consider and approve remuneration of Directors and Supervisors for 2019.			
12	To consider and approve the change of use of proceeds.			
13	To consider and approve the amendments to the rules of procedure for general meetings.			
SPECIAL RESOLUTIONS				
14	To consider and approve the Capital Reserve Capitalisation.			
15	To consider and approve the change of registered capital and amendments to the Articles of Association (H Shares).			

Dated this _____ day of _____ 2020

Signature(s)^(note 5) _____

Notes:

- Please insert full name(s) and address(es) in **block letters**. The names of all joint registered shareholders should be stated.
- Please delete the class of shares as appropriate and insert the number of shares registered in your name(s). If these are not completed, this form of proxy will be deemed to relate to all class and number of shares registered in your name(s). If more than one proxy is so appointed, the class and number of shares in respect of which each such proxy so appointed must be specified.
- Please fill in the name and address of the proxy desired in **block letters**. If no name is given, the chairman of the meeting will act as your proxy. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons as his proxy to attend and vote in his stead. The proxy need not be a shareholder of our Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him or her.
- IMPORTANT: If you wish to vote for a resolution, please tick "✓" in the box marked "For". If you wish to vote against a resolution, please tick "✓" in the box marked "Against". If you wish to abstain from voting on a resolution, please tick "✓" in the box marked "Abstain". If no direction is given, your proxy may vote or abstain at his/her discretion. Save as otherwise indicated in this proxy form by you, your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to the notice convening the AGM. Any abstain vote will be counted in the calculation of the required majority.** Where any shareholder is, under the Rules Governing the Listing of Securities on The Stock Exchange of Hong

Kong Limited, required to abstain from voting on any particular resolution or restricted to vote only for (or only against) any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the poll result.

5. This proxy form must be signed by the shareholder or his/her attorney duly authorised in writing. Where the shareholder is a legal person, the proxy form should be executed under its common seal or under the hand of its director or an attorney duly authorised to sign the same. If the proxy form is signed by an authorised person by the Shareholder, the power of attorney or other documents of authorisation must be notarised.
6. In the case of joint registered shareholders, any one of such persons may vote at the meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one joint registered shareholder is present at the meeting, whether in person or by proxy, that one of the joint registered shareholders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
7. 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 with the Company's registered office at 18th Floor, No. 818 Shixinzhong Road, Beigan Subdistrict, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC (for Holders of Domestic Shares and Holders of Unlisted Foreign Shares), or the Company's H Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) not less than 24 hours before the time designated for holding the AGM or its any adjournment(s).
8. Completion and return 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. In the event that the shareholder attends the meeting or any adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
9. **Any alteration made to this form should be initialed by the member who signs the form.**

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which will include your and your appointed proxy's names and addresses.
- (ii) The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the meeting and instructions. Your supply of Personal Data to our Company is on a voluntary basis. Failure to provide sufficient information, our Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by our 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.
- (iv) 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 Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.