



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 2020 1ST CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES AND UNLISTED FOREIGN SHARES OR ANY ADJOURNED MEETINGS

I/We^(Note 1) _____
(address) _____

being the holder(s) of a total of _____ Domestic Shares/Unlisted Foreign Shares^(Note 2) of RMB1.00 each in the share capital of Zhejiang New Century Hotel Management Co., Ltd. (the "Company"), hereby appoint the Chairman of the meeting or _____^(Note 3) of (address) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the for the 2020 first class meeting of the holders of domestic shares and unlisted foreign shares (the "Class Meeting of the Holders of Domestic Shares and Unlisted Foreign Shares") 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 4:00 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).

Special Resolutions		For	Against	Abstain
1.	To consider and approve the Capital Reserve Capitalisation			

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 insert the number of Domestic Shares and Unlisted Foreign Shares registered in your name(s). s. If no number is inserted, this form of proxy will be deemed to relate to all 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.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares and vote on his/her behalf. A proxy need not be a shareholder of the Company but must attend the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares in person to represent you. If no name is inserted, the chairman of the meeting will be your representative. Any alteration made to this form of proxy must be initialed by the person who signs it.
- 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 as he/she thinks fit. 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 in the notice convening the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares. 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 individual resolution or restricted to vote only for or only against, any votes cast by or on behalf of such shareholder shall not be counted in poll.
- This form of proxy for the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its seal or under the hand of its Director(s) or duly authorised attorney. In case of joint Shareholders for any Share, any one of such joint Shareholders may sign this form of proxy.
- In order to be valid, this form of proxy for the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares must be deposited by hand or by mail to the registered office of the Company not less than 24 hours before the time designated for holding the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares (or any adjourned meetings) for taking the poll. If the form of proxy is signed by a person under a power of attorney or other document(s) of authorisation, a notarial copy of that power of attorney or other document(s) of authorisation shall be deposited at the same time as mentioned above in the form of proxy.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Completion and return of the form of proxy for the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares will not preclude shareholders from attending and voting in person at the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares or any adjourned meetings should they so wish.
- The contact details of the registered office of the Company are set out below:
18/F, 818 Shixin Middle Road, Beigan Subdistrict, Xiaoshan District, Hangzhou, Zhejiang Province, the PRC.
Telephone No.: (86 571)8288 8888
- Unless otherwise defined, terms defined in the notice of the Class Meeting of Holders of Domestic Shares and Unlisted Foreign Shares shall bear the same meanings when used in this form of proxy.

PERSONAL INFORMATION COLLECTION STATEMENT

- "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.
- 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.
- 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.
- 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.