



Tian Shan Development (Holding) Limited

天山發展(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2118)

EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 JANUARY 2021 (OR ANY ADJOURNMENT THEREOF) FORM OF PROXY

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares (the "Share") of HK\$0.10 each
in the capital of Tian Shan Development (Holding) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ³,
or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the Company to be held at Units 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 29 January 2021 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the resolution as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	RESOLUTION	FOR ⁴	AGAINST ⁴
1.	<p>(i) to approve, confirm and ratify the financial assistance agreement dated 15 December 2020 entered into between 天津市天山房地產開發有限公司(Tianjin Tian Shan Real Estate Development Limited) ("Tian Shan Tianjin Real Estate"), 河北天山建材科技有限公司(Hebei Tianshan Construction Material Technology Company Limited), 河北天山實業集團建築工程有限公司 (Hebei Tianshan Industrial Group Construction Engineering Company Limited) and 天山房地產開發集團有限公司(Tian Shan Real Estate Development Group Limited)("Tian Shan Real Estate") in relation to the provision of financial assistance (the "Financial Assistance Agreement") and the transactions contemplated thereunder;</p> <p>(ii) to approve and confirm the agreement to be entered by Tian Shan Tianjin Real Estate and Woori Bank (China) Limited, Tianjin East Road Branch (友利銀行(中國)有限公司天津東馬路支行)(the "Bank") in relation to the charge over immovable properties in favour of the Bank; and</p> <p>(iii) to authorize any director of the Company or any director of Tian Shan Tianjin Real Estate or any director of Tian Shan Real Estate (as the case may be) to do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the performance of the Financial Assistance Agreement and the entering into the Guarantee Agreement and the transactions contemplated thereunder.</p>		

* For the full text of the proposed resolution, please refer to the notice of the Meeting as contained in the circular of the Company dated 13 January 2021

Signature ⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- 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 Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. 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, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized to sign the same.
- In order to be valid, this form of proxy together with the notorially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will 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 Meeting 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 to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.