



# 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 H SHARE CLASS MEETING TO BE HELD ON TUESDAY, 13 APRIL 2021

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
(address) \_\_\_\_\_

being the holder(s) of a total of \_\_\_\_\_ H shares<sup>(Note 2)</sup> 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 \_\_\_\_\_<sup>(Note 3)</sup> of (address) \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the for the H share class meeting (the "H Share Class Meeting") of the Company to be held at Wonderland Conference Room, 4th Floor, No. 379 Dongning Road, Pengbu Street, Jiangan District, Hangzhou City, Zhejiang Province, the People's Republic of China at 10:00 a.m. on Tuesday, 13 April 2021, or at any adjournment thereof in respect of the resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please tick "✓" in the appropriate box to indicate how you wish your vote(s) to be cast <sup>(note 4)</sup>.

Special Resolution	For	Against	Abstain
<b>THAT:</b> (a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders, the Delisting be and is hereby approved; and (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021 Signature(s)<sup>(note 5)</sup> \_\_\_\_\_

**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 H shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all H shares registered in your name(s). If more than one proxy is so appointed, the number of H shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the meeting 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 H Share Class Meeting and vote on your behalf. A proxy need not be a shareholder of the Company but must attend the H Share Class Meeting 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 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 in the notice convening the H Share Class Meeting. 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.**
- This form of proxy for the H Share Class Meeting 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 H Share Class Meeting must be deposited by hand or by mail to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time designated for holding the H Share Class Meeting (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 H Share Class Meeting will not preclude shareholders from attending and voting in person at the H Share Class Meeting 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) 8830 5131
- Any alteration made to this form should be initialed by the member who signs the form.
- Unless otherwise defined, terms defined in the notice of the H Share Class Meeting 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.