



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 13 APRIL 2021

I/We^(note 1) _____
of _____,
being the registered holder(s) of a total of _____
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 extraordinary general meeting (the "EGM" or the "Meeting") of the Company to be held at Wonderland Conference Room, 4th Floor, No. 379 Dongning Road, Pengbu Street, Jiangnan District, Hangzhou City, Zhejiang Province, the People's Republic of China at 11:00 a.m. on Tuesday, 13 April 2021 (or immediately after the conclusion or adjournment of the H share class meeting of the Company), 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 RESOLUTION	FOR	AGAINST	ABSTAIN
THAT: (a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) amounting to at least 90% of the H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.			
ORDINARY RESOLUTION	FOR	AGAINST	ABSTAIN
THAT , the Shareholders Arrangement, which constitutes a special deal under Rule 25 of the Takeovers Code, be and is hereby approved.			

Dated this _____ day of _____ 2021 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 shares registered in your name(s). If these are not completed, 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 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 EGM 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 the 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 EGM. 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 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.
- 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.
- 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 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 EGM or its any adjournment(s).
- 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.
- 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 EGM 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.