



CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

PROXY FORM FOR USE AT THE SPECIAL GENERAL MEETING TO BE CONVENED ON THURSDAY, 21 JULY 2022 (“SGM”) (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary
shares of HK\$0.10 each (the “Shares”) in the capital of Century Ginwa Retail Holdings Limited (the “Company”), hereby appoint the chairman of the
SGM, or ^(Note 3) _____
of _____

as my/our proxy ^(Note 4) to act for me/us at the SGM (and at any adjournment thereof) to be held at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Thursday, 21 July 2022, at 11:30 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the SGM and at the SGM to vote for me/us and in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Notes 5)	AGAINST ^(Notes 5)
To approve, ratify and confirm the lease agreement dated 17 June 2022 entered into between Xi'an Century Ginwa Shopping Mall Company Limited* (西安世紀金花購物有限公司) as lessee and Shaanxi Daming Palace Investment Development Co., Ltd.* (陝西大明宮投資發展有限責任公司) as lessor (the “Lease Agreement”) and the transactions contemplated thereunder, and to authorise any director of the Company to deal with the relevant matters relating to or incidental to the Lease Agreement and the transactions contemplated thereunder.		

Signed this _____ day of _____ Shareholders' signature ^(Notes 7 & 8) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such Shares registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialed by the person who signs it.** If no name is inserted, the duly appointed chairman of the SGM will set as your proxy.
4. A proxy need not be the chairman of the SGM. If you wish to appoint a person other than the chairman of the SGM as your proxy, please delete the words “the chairman of the SGM or” and insert the name and address of the person appointed proxy in the space provided.
5. **IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the SGM other than that referred to in the notice convening the SGM.**
6. The full text of the resolution appears in the notice of SGM dated 30 June 2022.
7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
8. Where there are joint registered holders of any Share, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
9. A proxy need not be a shareholder.
10. In order to be valid, this proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof or, in case of a poll taken subsequently to the date of the SGM or adjourned meeting thereof, not less than 24 hours before the time appointed for the taking of the poll. Completion and return of this proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.
11. 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 SGM 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 by mail to Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.