



兆邦基地產
Zhaobangji Properties

Zhaobangji Properties Holdings Limited

兆邦基地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1660)

FORM OF PROXY

Form of proxy for use by shareholders at the Annual General Meeting (the "Meeting") to be convened at Unit 13-15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 22 August 2022 at 3:00 p.m.

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of HK\$0.002 each of Zhaobangji Properties Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(note c) at the Meeting of the Company to be held at Unit 1113-15, 11th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 22 August 2022 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

As Ordinary Resolutions ^(note j)		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditors for the year ended 31 March 2022.		
2.	(a) To re-elect Mr. Hui Chin Tong Godfrey as an independent non-executive Director;		
	(b) To re-elect Mr. Wong Chun Man as an independent non-executive Director;		
	(c) To re-elect Professor Lee Chack Fan, G.B.S., S.B.S., J.P., as a non-executive Director;		
	(d) To re-elect Mr. Xu Chusheng as an executive Director;		
	(e) To re-elect Mr. Wei Jinwen as an executive Director;		
	(f) To re-elect Mr. Kwan Kin Man Keith as an executive Director; and		
	(g) To authorise the board of directors (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint BDO Limited as the auditors of the Company and authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares.		
5.	To grant a general mandate to the Directors to repurchase the Company's shares.		
6.	To add the number of shares repurchased by the Company under resolution no. 5 to the general mandate granted to the Directors under resolution no. 4.		
As Special Resolution ^(note j)		FOR	AGAINST
7.	(a) To approve the proposed amendments to the amended and restated memorandum and articles of association of the Company (the "Proposed Amendments");		
	(b) To approve and adopt the second amended and restated memorandum and articles of association of the Company (the "Second Amended and Restated M&A") in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company;		
	(c) To authorise any director or company secretary of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.		

Dated the _____ day of _____ 2022

Shareholder's signature _____ ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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 the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the box(es) marked "For". If you wish to vote against any resolutions, please tick ("X") the box(es) marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the documents will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the documents will be lodged on or after 15 August 2022) not later than 48 hours before the time of the meeting (i.e. at or before 3:00 p.m. (Hong Kong Time) on Saturday, 20 August 2022) or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoke.
- The full text of the resolutions are set out in the notice convening the Meeting.

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 (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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.