



China VAST Industrial Urban Development Company Limited

中國宏泰產業市鎮發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6166)

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

Cause No. FSD 185 of 2022 (DDJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2022 REVISION) OF THE CAYMAN ISLANDS AND IN THE MATTER OF CHINA VAST INDUSTRIAL URBAN DEVELOPMENT COMPANY LIMITED (中國宏泰產業市鎮發展有限公司)

FORM OF PROXY FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE COURT TO BE HELD ON WEDNESDAY, 23 NOVEMBER 2022 AT 10:00 A.M. (HONG KONG TIME) (OR ANY ADJOURNMENT THEREOF)

For use at the court meeting (or any adjournment thereof) (the "Court Meeting") of the Scheme Shareholders (as defined in the Scheme Document hereinafter mentioned) of China VAST Industrial Urban Development Company Limited (中國宏泰產業市鎮發展有限公司) ("China VAST").

I/We^(Note 1) _____

of _____

being the registered holder(s) of _____ ordinary shares^(Note 2) of par value HK\$0.01 each in the share capital of China VAST (the "China VAST Shares"), HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING^(Note 3)

or _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of the Scheme Shareholders convened by the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held at Theatre A, 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 23 November 2022 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the "Scheme") as set out in the scheme document dated 31 October 2022 (the "Scheme Document") between China VAST and the Scheme Shareholders as referred to in the notice of the Court Meeting dated 31 October 2022 (the "Notice"), and at the Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification(s), as my/our proxy may approve) or against the Scheme, as indicated below^(Note 4), or if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Court Meeting and/or any adjournment thereof.

FOR the Scheme ^(Note 9)	AGAINST the Scheme ^(Note 9)

Dated this _____ day of _____ 2022 Scheme Shareholder's signature(s)^(Note 5): _____

Contact Phone Number: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of China VAST Shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of the China VAST Shares registered in your name(s).
- Any Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE COURT MEETING or" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE ("✓") TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE ("✓") TICK THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than those referred to in the Notice or abstain.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- In the case of joint registered holders of any China VAST Share(s), the vote of the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of China VAST in respect of the relevant joint holding, the first named shareholder being the most senior.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be completed, signed and deposited at the Hong Kong branch share registrar of China VAST, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. (Hong Kong time) on Monday, 21 November 2022. If this form of proxy is not so deposited, it may, however, be handed to the Chairman of the Court Meeting at the Court Meeting before taking of the poll and the Chairman of the Court Meeting shall have absolute discretion whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting (or any adjournment thereof) and voting in person at the Court Meeting (or any adjournment thereof) if you so wish, but in the event of you attending the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
- The proxy need not be a member of China VAST but must attend the Court Meeting in person to represent you.
- The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appears in the Scheme Document.
- In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of the coronavirus disease ("COVID-19"), China VAST will implement prevention and control measures at the Court Meeting. China VAST Shareholders are advised to read pages iv and v of the Scheme Document for details of the prevention and control measures and monitor the development of COVID-19. Subject to the development of COVID-19, China VAST may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- In light of the continuing risks posed by the COVID-19 pandemic, China VAST strongly advises China VAST Shareholders entitled to vote at the Court Meeting to appoint the Chairman of the Court Meeting as their proxy to vote on the Scheme as an alternative to attending the Court Meeting in person.

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 Court Meeting of China VAST (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 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. 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 China VAST/Computershare Hong Kong Investor Services Limited at the above address.