



# 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)

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 23 NOVEMBER 2022 AT 11:00 A.M. (HONG KONG TIME) (OR ANY ADJOURNMENT THEREOF)

For use at the extraordinary general meeting (or any adjournment thereof) (the "China VAST EGM") of the holders of ordinary shares of par value HK\$0.01 each (the "China VAST Shares" and the "China VAST Shareholders" respectively) in the share capital 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<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>(Note 2)</sup> of par value HK\$0.01 each in the share capital of China VAST, **HEREBY APPOINT THE CHAIRMAN OF THE CHINA VAST EGM**<sup>(Note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us and on my/our behalf at the China VAST EGM (or at any adjournment thereof) of the China VAST Shareholders to be held at Theatre A, 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 23 November 2022 at 11:00 a.m. (Hong Kong time) (or as soon as practicable after the meeting of the Scheme Shareholders (as defined in the Scheme Document hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands shall have been concluded or adjourned (whichever is later)), for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 31 October 2022 (the "Notice of China VAST EGM") convening the China VAST EGM, and at such China VAST EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Special Resolution and the Ordinary Resolutions (either with or without modification(s), as my/our proxy may approve) as hereunder indicated, and 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 China VAST EGM and/or any adjournment thereof.

	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<b>SPECIAL RESOLUTION OF THE CHINA VAST SHAREHOLDERS</b>		
1. To approve any reduction of the issued share capital of China VAST for the purpose of giving effect to the 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 <sup>(Note 9)</sup> .		
<b>ORDINARY RESOLUTION OF THE CHINA VAST SHAREHOLDERS</b>		
2. To approve the restoration of the issued share capital of China VAST to its former amount, and authorise any one of the directors of China VAST to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of China VAST <sup>(Note 9)</sup> .		
<b>ORDINARY RESOLUTION OF THE INDEPENDENT SHAREHOLDERS (AS DEFINED IN THE SCHEME DOCUMENT)</b>		
3. To approve the Rollover Arrangement, Controlling Shareholder Cancellation Price and Shareholder Arrangements <sup>(Note 9)</sup> .		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022 China VAST Shareholder's signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

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).
- Subject to China Jinmao and all of the China Jinmao Concert Parties (each as defined in the Scheme Document) abstaining from voting on Ordinary Resolution No. 3 only, any China VAST Shareholder entitled to attend and vote at the China VAST EGM 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 China VAST EGM is preferred, please strike out the words "THE CHAIRMAN OF THE CHINA VAST EGM or" and insert the name and address of the proxy desired in the space provided. A China VAST Shareholder who is the holder of two or more China VAST Shares may appoint more than one proxy to attend and vote on his behalf at the China VAST EGM provided that if more than one proxy is so appointed, the appointment shall specify the number of China VAST Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE CHINA VAST EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS WHITE FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE ALL OF YOUR CHINA VAST SHARES FOR THE SPECIAL/ORDINARY RESOLUTIONS, PLEASE (" / ") TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE ALL OF YOUR CHINA VAST SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTIONS, PLEASE (" / ") TICK THE BOX MARKED "AGAINST".** Failure to tick either box in relation to the Special Resolution and the Ordinary Resolutions 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 China VAST EGM other than those referred to in the Notice of the China VAST EGM or abstain. **IF YOU WISH TO VOTE SOME OF YOUR CHINA VAST SHARES FOR THE SPECIAL/ORDINARY RESOLUTIONS AND SOME OF YOUR CHINA VAST SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTIONS, PLEASE INSERT IN THE RELEVANT BOX MARKED "FOR" THE NUMBER OF CHINA VAST SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTIONS, AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE RELEVANT NUMBER OF CHINA VAST SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTIONS, AS APPLICABLE.**
- 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 11:00 a.m. (Hong Kong time) on Monday, 21 November 2022 and, in default, this form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending the China VAST EGM (or any adjournment thereof) and voting in person at the China VAST EGM (or any adjournment thereof) if you so wish, but in the event of you attending the China VAST EGM 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 China VAST EGM in person to represent you.
- The full text of the resolutions appears in the Notice of China VAST EGM dated 31 October 2022.
- 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 China VAST EGM. 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 to appoint the Chairman of the China VAST EGM as their proxy to vote on the Special/Ordinary Resolutions as an alternative to attending the China VAST EGM 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 China VAST EGM (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.