


 新城发展
SEAZEN GROUP LIMITED
新城發展控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1030)

**FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON THURSDAY, 29 DECEMBER 2022**

I/We^(Note 1) _____
 of^(Note 1) _____
 being the registered holder(s) of^(Note 2) _____ shares of HK\$0.001 each in the capital of Seazen Group Limited (the “Company”) hereby appoint _____
 of _____
 or failing him/her _____
 of _____
 or failing him/her, the chairman of the extraordinary general meeting^(Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Room 1108, 11/F, Seazen Holdings Tower B, No. 5, Lane 388, Zhongjiang Road, Putuo, Shanghai, PRC on Thursday, 29 December 2022 at 10:00 a.m. (the “Extraordinary General Meeting”), and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolution as set out in the notice of the Extraordinary General Meeting and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/Our proxy is authorised and instructed to vote as indicated in respect of the undermentioned resolution:

	Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
1.	<p>“THAT:</p> <p>(a) the 2023 Seazen Framework Agreement, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder, be and are hereby confirmed and approved;</p> <p>(b) the Annual Cap be and is hereby approved; and</p> <p>(c) any one Director of the Company be and is hereby authorised for and on behalf of the Company to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the 2023 Seazen Framework Agreement.”</p>		

Dated this _____ day of _____ 2022 Signature(s)^(Note 5 & 6): _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of Extraordinary General Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. 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 in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Extraordinary General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. by 10:00 a.m. on Tuesday, 27 December 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

- The “Personal Data” in this Statement has the same meaning as that in the Personal Data (Privacy) Ordinance (the “Privacy Ordinance”) in Chapter 486 of the Laws of Hong Kong.
- You are voluntarily providing personal data to the Company. Provided you fail to provide sufficient information, the Company may not be able to handle the appointment and instructions of your proxy.
- The Company may disclose or transfer your personal data to its subsidiaries, its share registrar, and/or other companies or groups for any specified use and will retain such personal data for verification and recording during the appropriate period.
- You have the right to request access to and/or modification of your personal data in accordance with the provisions of the Privacy Ordinance. Any request for such access to and/or modification of your personal data must be notified in writing to the Personal Data Privacy Commissioner of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.