



CENTRAL CHINA MANAGEMENT COMPANY LIMITED

中原建業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9982)

PROXY FORM

I/We, being the registered holder(s) in the capital of the Company, hereby appoint the Chairman of the meeting ^(Note 2 and 3) or the proxy as specified below to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at Room 7701A, 77/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 7 August 2023 at 2:00 p.m. at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolution/resolutions to be proposed at the EGM (and at any adjournment thereof). Please indicate how you wish your vote(s) to be cast by putting a "✓" in the appropriate box next to the following resolution. ^(Note 4)

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)

Registered Name ^(Note 1)												
Registered Address ^(Note 5)												
Registered Shareholding	Certificate No.	Date (DD-MM-YYYY)	Signature ^(Note 6)									

Proxy (Complete in ENGLISH BLOCK CAPITALS.)

Full Name												
Full Address												
No. of Shares ^(Note 7)												

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>(a) Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the award shares to be granted under the New Share Award Scheme, to approve the adoption of the New Share Award Scheme; and to authorise any director of the Company or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme, including but without limitation:</p> <p>(i) to administer the New Share Award Scheme under which award shares will be granted to the Eligible Participants eligible under the New Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the New Share Award Scheme;</p> <p>(ii) to modify and/or amend the New Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Award Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;</p> <p>(iii) to grant award shares under the New Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;</p> <p>(iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance; and</p> <p>(v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;</p>		

ORDINARY RESOLUTIONS		FOR	AGAINST
	(b) the approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Award Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.		
2.	Conditional upon resolution no. 1 above being passed, to approve the Conditional Grant (consisting of the grant of 10,000,000 Awarded Shares to Mr. Hu Bing, 6,000,000 Awarded Shares to Ms. Wu Wallis (alias Li Hua) and 13,000,000 Awarded Shares to Mr. Wang Jun) pursuant to the New Share Award Scheme and that any one director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.		

* *The full text of the Resolutions is set out in the Notice of the Extraordinary General Meeting which is included in the Circular despatched to Shareholders on 20 July 2023.*

Notes:

1. Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company.
2. If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf provided that each proxy is appointed to represent the respective number of shares held by you as specified in the relevant proxy form. A proxy need not be a shareholder of the Company, but must attend the AGM in order to represent you.
3. If a proxy other than the Chairman of the meeting is preferred, cross out the words “the Chairman of the meeting” and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialed.**
4. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the AGM.
5. Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
6. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such Share(s) as if he or she were solely entitled thereto; but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.**
7. 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 shares in the capital of the Company registered in your name(s).
8. In order to be valid, this proxy form must be completed and deposited at the Company’s Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, **at least 48 hours before the AGM (or the adjournment thereof)**. If this proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited at the Company’s share registrar with this proxy form.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the AGM (and at any adjournment thereof) if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (PDPO), which will include your and your appointed proxy’s name and mailing address and any other personal data required to be provided. By providing your appointed proxy’s Personal Data, you hereby confirm that you have obtained the consent of your appointed proxy to provide their Personal Data to the Company and Its Registrars. The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company’s AGM and instructions. Your supply of the Personal Data to the Company and/or its Registrars is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will be transferred to the Registrars’ agents, contractors or third-party service providers who/which offer administrative, telecommunications, computer, payment or other data processing services to the Registrars in connection with the operation of their business for the above purposes. The Company and its Registrars may also transfer your Personal Data if it is required to do so by law or in response to requests from law enforcement agencies or regulatory authorities. The Personal Data collected in this proxy form will be retained for such period as may be necessary for any of the above purposes and its directly related purposes such as for the Company’s and its Registrar’s record, verification and notification purposes. You have the right to request access to and/or correction. You and your appointed proxy have the right to request access to, correction and/or erasure of the respective Personal Data in accordance with, where applicable, the provisions of the PDPO, and any other data protection law as applicable. Any such request for access to, correction and/or erasure of the Personal Data, as well as withdrawal of consent, where applicable, should be made in writing by either one of the following means: By mail to: Privacy Officer Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong By email to: PrivacyOfficer@computershare.com.hk.