



MODERN LAND (CHINA) CO., LIMITED

當代置業(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1107)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 29 NOVEMBER 2023

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of US\$0.01 each (the "Shares") in the share capital of Modern Land (China) Co., Limited (the "Company"), hereby appoint³ _____
of _____
or failing him, the chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at 18/F, Shanghai Commercial Bank Tower, 12 Queen's Road Central, Central, Hong Kong on Wednesday, 29 November 2023 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the AGM as indicated below and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | | FOR ⁴ | AGAINST ⁴ |
|----------------------|--|------------------|----------------------|
| 1. | To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors" and each a "Director") and the independent auditors for the financial year ended 31 December 2021. | | |
| 2. | To consider and adopt the audited consolidated financial statements and the reports of the Directors and the independent auditors for the financial year ended 31 December 2022. | | |
| 3. | (A) To re-elect Mr. Zhang Peng as an executive Director. | | |
| | (B) To re-elect Mr. Zhang Lei as an executive Director. | | |
| | (C) To re-elect Mr. Chen Yin as an executive Director. | | |
| | (D) To re-elect Mr. Tang Lunfei as a non-executive Director. | | |
| | (E) To authorise the board (the "Board") of Directors to fix the remuneration of the respective Directors. | | |
| 4. | To re-appoint KPMG as the Company's auditors to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix their remuneration. | | |
| 5. | (A) To grant a general mandate to the Directors to allot, issue and deal with new Shares. | | |
| | (B) To grant a general mandate to the Directors to repurchase Shares. | | |
| | (C) To extend the general mandate granted to the Directors to issue Shares. | | |
| 6. | To consider, ratify and confirm the failure to hold the 2022 annual general meeting of the Company in accordance with the memorandum and articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (and non-compliances resulted therefrom) and to effect the matters required by the memorandum and articles of association of the Company at such annual general meeting (including but not limited to the rotation of the Directors and the appointment of auditors). | | |
| SPECIAL RESOLUTION | | FOR ⁴ | AGAINST ⁴ |
| 7. | To approve the proposed amendments to the memorandum and articles of association of the Company and adopt the proposed amended and restated memorandum and articles of association of the Company. | | |

Dated this _____ 2023

Signature⁵: _____

Notes:

- Please insert your full name and address in **BLOCK CAPITALS** in the space provided. The names of all joint holders should be stated.
- Please insert the number of Shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those Shares. If not, this proxy form will be deemed to relate to all the Shares registered in your name (whether alone or jointly with others).
- Please insert the full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.** A proxy needs not be a member of the Company but must attend the AGM in person to represent you. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
- IMPORTANT:** If you wish to vote for any resolution, please tick in the appropriate box marked "For". If you wish to vote against any resolution, please tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- The full descriptions of the resolutions proposed to be considered and approved at the AGM are set out in the notice of AGM dated 31 October 2023, which is also available at the Company's website at <http://www.modernland.hk>.
- In the case of joint holders of any Share, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto. However, if more than one of such joint holders is present at the AGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Delivery of instrument appointing a proxy will not preclude you from attending and voting in person, at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initiated by the person who signs it.
- If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be adjourned in accordance with the articles of association of the Company and the shareholders of the Company will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the articles of association of the Company.

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 AGM (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 the Company/Tricor Investor Services Limited at the above address.