

Xinchengyue Holdings Limited

新城悅控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1755)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting convened to be held at Unit 1103-06, China Building, 29 Queen's Road Central, Hong Kong on Friday, 15 February 2019 at 10:00 a.m.

I/We (Name) _____ (Block capitals, please)
of _____ (Address)
being the holder(s) of _____ (see Note 1)
shares of US\$0.01 each in the capital of Xinchengyue Holdings Limited (the "Company") hereby appoint
(Name) _____
of (Address) _____
or failing him/her (Name) _____
of (Address) _____
or failing him/her, the chairman of the meeting (see Note 2) 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 Unit 1103-06, China Building, 29 Queen's Road Central, Hong Kong on Friday, 15 February 2019 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolution:

Please tick (✓) the appropriate box to indicate your vote.

Ordinary Resolution (see Note 3)	For (see Note 3)	Against (see Note 3)
THAT (a) the 2019 Services Framework Agreement and the transactions contemplated thereunder, be and are hereby confirmed and approved; (b) the Annual Cap be and is hereby approved; and (c) any one Director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and completion of the 2019 Services Framework Agreement.		

Date this _____ day of _____, 2019

Signature(s) (see Notes 4 & 5) _____

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **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.
4. If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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 shall alone be entitled to vote in respect thereof.
6. 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 notorially certified copy thereof), not less than 48 hours before the time for holding the meeting. 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.
7. A proxy need not be a shareholder of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.