



## XIWANG PROPERTY HOLDINGS COMPANY LIMITED

### 西王置業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2088)

#### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (the "Meeting") (OR AT ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of Xiwang Property Holdings Company Limited (the "Company"), HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting, or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the Meeting (or at any adjournment thereof) of the Company to be held at Monaco Room, Basement 1, Regal HongKong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong at 11:30 a.m. on Friday, 29 May 2015 to consider and, if thought fit, pass the resolutions as set out in the notice (the "Notice") convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the "Directors") and the Company's auditors for the year ended 31 December 2014		
2.	a. To re-elect WANG Di as a non-executive Director		
	b. To re-elect WANG Yong as a non-executive Director		
	c. To re-elect WANG An as an independent non-executive Director		
	d. To authorise the board of Directors to fix the remuneration of Directors		
3.	To re-appoint Ernst and Young as auditors and authorise the board of Directors to fix their remuneration		
4.	To give a general mandate to the Directors to allot additional ordinary shares not exceeding 20% of the number of ordinary shares of the Company in issue		
5.	To give a general mandate to the Directors to repurchase ordinary shares up to 10% of the number of ordinary shares of the Company in issue		
6.	To extend the general mandate to issue ordinary shares		

Signature<sup>5</sup> \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of ordinary shares to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ONE OR MORE OF THE RESOLUTIONS, YOU SHOULD TICK THE RELEVANT BOX UNDER THE COLUMN MARKED "FOR". FOR EXAMPLE, IF YOU WISH TO VOTE FOR RESOLUTION NO. 4 SHOWN IN THE NOTICE FOR THE MEETING, TICK IN THE BOX MARKED "4" UNDER THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION NO. 4, TICK IN THE BOX MARKED "4" UNDER THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof.
7. Where there are joint holders of any ordinary shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such ordinary shares as if he was 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, shall be accepted to the exclusion of the votes of the joint holder, and for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Please refer to the Notice of the Meeting for full text of the resolutions.

\* For identification purposes only