



沪港联合

## HONG KONG SHANGHAI ALLIANCE HOLDINGS LIMITED

### 滬港聯合控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1001)

#### PROXY FORM FOR SPECIAL GENERAL MEETING

Form of proxy for the special general meeting (the "SGM") of Hong Kong Shanghai Alliance Holdings Limited (the "Company") to be held at 1st Floor, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong on Wednesday, 15 March 2017 at 2:00 p.m. and at any adjournment thereof:

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.10 each in the share capital of the Company,  
hereby appoint<sup>(3)</sup> the chairman of the SGM or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy to attend and in the event of a poll vote for me/us and on my/our behalf at the SGM for the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the SGM (the "Notice") on the undermentioned resolution as indicated or, if no such indication is given, as my/our proxy or proxies think(s) fit.

	ORDINARY RESOLUTION	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
(a)	To approve, confirm and ratify the share sale and purchase agreement dated 26 January 2017 (the "S&P Agreement") entered into amongst VSC China Property Limited (an indirect wholly-owned subsidiary of the Company) as the vendor, Lumion (B.V.I.) Limited as the purchaser and the Company as the guarantor of the vendor in relation to the disposal of one issued share (representing the entire issued share capital) of Eastlink International Investment Inc., any other transaction documents in connection therewith and the transactions contemplated thereunder; and		
(b)	To authorise any director of the Company to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the S&P Agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature<sup>(5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, delete the words "the chairman of the SGM" and insert the name and address of the proxy desired in the space provided. Any alternation made to this form of proxy must be initialled by the person(s) who sign(s) it.
4. Please indicate with a "✓" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, if the appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. In the case of joint holders, 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. For this purpose, seniority is determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the SGM or any adjourned meeting (as the case may be).
8. A proxy need not be a shareholder of the Company but must attend the SGM in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the SGM if you wish.