



Xiabuxiabu Catering Management (China) Holdings Co., Ltd.
呷哺呷哺餐飲管理(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 520)

**Form of proxy for the Annual General Meeting
to be held on Friday, 25 May 2018**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2) of US\$0.000025 each
in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** or
^(Note 3) _____

of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the said Company to be held at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, on Friday, 25 May 2018 at 9:30 a.m. (the "Meeting") for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice of Annual General Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditor of the Company and its subsidiaries for the year ended 31 December 2017.		
2.	To declare and pay a final dividend of RMB0.087 per ordinary share for the year ended 31 December 2017 out of the share premium account of the Company.		
3.	(i) (a) To re-elect Mr. ZHANG Chi as a non-executive Director.		
	(b) To re-elect Ms. HSIEH Lily Hui-yun as an independent non-executive Director.		
	(c) To re-elect Mr. HON Ping Cho Terence as an independent non-executive Director.		
	(d) To re-elect Ms. CHEUNG Sze Man as an independent non-executive Director.		
	(ii) To authorize the Board to fix the remuneration of the Directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the Board to fix its remuneration.		
5.	To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of the existing issued share capital.		
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the existing issued share capital.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.		
8.	To grant a general authority to the Directors to declare and pay an interim dividend for the six months ending 30 June 2018 out of the Company's share premium account to shareholders of the Company during the period from the date of passing of this resolution until 31 December 2018 if and when the Directors considers appropriate, subject to a maximum amount equivalent to 40% of the distributable profits of the first half of the financial year ending 31 December 2018 and the applicable provisions of the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.		

Dated this _____ day of _____ 2018

Signed ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. 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).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
- The description of the Resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- 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 certified copy thereof, shall be deposited at the Company's 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 Meeting (i.e. before 9:30 a.m. on Wednesday, 23 May 2018) or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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 holdings.
- On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.