



CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

PROXY FORM FOR USE AT THE SPECIAL GENERAL MEETING TO BE CONVENED ON WEDNESDAY, 11 JULY 2018 (“SGM”) (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____ of _____
_____ being the registered holder(s) of
_____ ^(Note 2) ordinary shares of HK\$0.10 each (the “Shares”) in the capital of Century Ginwa Retail Holdings Limited (the “Company”), hereby appoint the chairman of the SGM, or ^(Note 3) _____ of _____ as my/our proxy ^(Note 4) to act for me/us at the SGM (and at any adjournment thereof) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Wednesday, 11 July 2018, at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the SGM and at the SGM to vote for me/us and in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Notes 5)	AGAINST ^(Notes 5)
To approve the issue of the three-year exchangeable bonds in the principal amount of up to RMB200,000,000 (the “Exchangeable Bonds”) by 世紀金花股份有限公司 (Century Ginwa Company Limited), a non-wholly owned subsidiary of the Company, by way of private placement and the transactions contemplated thereunder, and to authorise the board of directors of the Company to deal with the relevant matters relating to the issue of the Exchangeable Bonds.		

Signed this _____ day of _____ 2018. Shareholders' signature ^(Notes 7 & 8): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such Shares registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialed by the person who signs it.** If no name is inserted, the duly appointed Chairman of the SGM will set as your proxy.
4. A proxy need not be the Chairman of the SGM. If you wish to appoint a person other than the Chairman of the SGM as your proxy, please delete the words “the Chairman of the SGM or” and insert the name and address of the person appointed proxy in the space provided.
5. **IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the SGM other than that referred to in the notice convening the SGM.**
6. The full text of the resolution appears in the notice of SGM dated 25 June 2018.
7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
8. Where there are joint registered holders of any Share, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
9. A proxy need not be a shareholder.
10. In order to be valid, this proxy form 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 branch share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof or, in case of a poll taken subsequently to the date of the SGM or adjourned meeting thereof, not less than 24 hours before the time appointed for the taking of the poll. Completion and return of this proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.