



CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

PROXY FORM FOR THE SCHEME MEETING OF SCHEME SHAREHOLDERS TO BE HELD ON 17 DECEMBER 2021

Proxy form for use by the Scheme Shareholders (as defined in the Scheme referred to below) at the scheme meeting (or at any adjournment thereof) of Chinese Estates Holdings Limited (the "Company") convened by the direction of the Supreme Court of Bermuda (the "Scheme Meeting").

No. of shares to which this form of proxy relates <i>(Note 1)</i>	
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**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2021: NO. 329
IN THE MATTER OF
CHINESE ESTATES HOLDINGS LIMITED
AND
IN THE MATTER OF
SECTION 99 OF THE COMPANIES ACT 1981**

I/We *(Note 2)* _____
of _____
being Scheme Shareholder(s), HEREBY APPOINT *(Note 3)* _____
of _____

or failing him/her, THE CHAIRMAN OF THE SCHEME MEETING as my/our proxy to attend and act for me/us and on my/our behalf at the Scheme Meeting of the Scheme Shareholders to be held at Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 17 December 2021 at 9:30 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving the scheme of arrangement (with or without modifications) (the "Scheme") dated 24 November 2021 between the Company and the Scheme Shareholders referred to in the notice dated 24 November 2021 convening the Scheme Meeting (the "Notice") and at the Scheme Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the Scheme as indicated below, and if no such indication or a conflicting indication is given, as my/our proxy thinks fit.

Please indicate with a "✓" in the boxes below how you wish the proxy to vote on your behalf. *(Note 4)*

FOR the Scheme <i>(Note 5)</i>	AGAINST the Scheme <i>(Note 5)</i>

Date: _____

Signature *(Note 6)* _____

Contact number: _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- If you wish to appoint any other person as your proxy you should strike out "THE CHAIRMAN OF THE SCHEME MEETING" and insert the name and address of the proxy you wish to appoint. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SCHEME MEETING WILL ACT AS YOUR PROXY.** Your proxy need not be a member of the Company, but must attend the Scheme Meeting in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- The Scheme will be voted upon by way of poll at the Scheme Meeting.
- IF YOU WISH TO VOTE FOR THE SCHEME, TICK ("✓") THE APPROPRIATE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK ("✓") THE APPROPRIATE BOX MARKED "AGAINST the Scheme".** Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution or motion properly put to the Scheme Meeting other than that referred to in the Notice. If more than one proxy form for the Scheme Meeting is submitted by a Scheme Shareholder and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the Chairman of the Scheme Meeting shall have absolute discretion as to whether or not to accept those proxy forms.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, executed under its common seal or under the hand of an officer or attorney duly authorised.
- If you are a shareholder whose name appears in the register of members of the Company kept by Computershare Hong Kong Investor Services Limited, this proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, should be lodged at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the Scheme Meeting or any adjournment thereof. Alternatively this proxy form may be handed to the Chairman of the Scheme Meeting at the Scheme Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it.
- In the case of joint registered holders of any share, any one of such persons may vote at the Scheme Meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Scheme Meeting in person or by proxy, 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.
- Completion and return of this proxy form will not prevent you from attending and voting in person at the Scheme Meeting (or any adjournment thereof) and in such event the proxy will be revoked by operation of law.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s), address(es) and contact number(s) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Scheme Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s), address(es) and contact number(s) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s), address(es) and contact number(s) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at the above address or by email to PrivacyOfficer@computershare.com.hk.