



# HOPEWELL HOLDINGS LIMITED

## 合和實業有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 54)

### Form of proxy for Extraordinary General Meeting (or any adjournment thereof)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ Ordinary Shares of the above-named  
Company, **HEREBY APPOINT** <sup>3 & 4</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the chairman of the meeting as my/our proxy, to act for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at The Glass Pavilion, 3/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 8 February 2018 at 10:00 a.m. and on a poll taken at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolution	For <sup>5</sup>	Against <sup>5</sup>
1.	To approve, confirm, authorise and ratify the sale and purchase agreement dated 29 December 2017 as amended and supplemented by the supplemental agreement dated 18 January 2018 entered into among Anber Investments Limited as vendor, the Company as the vendor's guarantor, Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (深圳投控國際資本控股基建有限公司) as purchaser and Shenzhen Investment Holdings Co., Ltd* (深圳市投資控股有限公司) as the purchaser's guarantor and all transactions contemplated thereunder (as more particularly set out in the notice convening the Extraordinary General Meeting) and matters relating to the implementation thereof.		

Date: \_\_\_\_\_

Signature<sup>6</sup>: \_\_\_\_\_

#### Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
2. Please insert the number of Ordinary Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares of the Company registered in your name(s).
3. A member of the Company entitled to attend, speak and vote at the above meeting or any adjourned meeting is entitled to appoint one or separate proxies, representing respectively the number of shares of the Company held by that member, to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company.
4. Please insert the name and address of the proxy desired. If no name is inserted, the chairman of the meeting will act as your proxy.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. 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 signed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. In order to be valid, this form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be **deposited at the Company's registered office at 64th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed** for holding the meeting (i.e. not later than 10:00 a.m. on Tuesday, 6 February 2018 (Hong Kong Time)) or adjourned meeting (as the case may be).
8. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the above meeting or any adjourned meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting or any adjourned meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
9. Any alteration made in this form of proxy must be initialled by the person who signs it.
10. 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, this proxy form will be deemed to be revoked.
11. For the avoidance of doubt, special instructions written on this proxy form will not be accepted.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited.

\* For identification purpose only