



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 ANNUAL GENERAL MEETING

Form of proxy for the annual general meeting (the "Annual General Meeting") 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, 14th August 2019 at 10:00 a.m. or 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 Annual General Meeting 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 Annual General Meeting for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the Annual General Meeting (the "Notice") on the undermentioned resolutions as indicated or, if no such indication is given, as my/our proxy or proxies think(s) fit.

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and adopt the audited consolidated financial statements and the Reports of the Directors and of the Auditor of the Company for the year ended 31st March 2019.		
2.	To declare a final dividend of HK2.00 cents per ordinary share of the Company for the year ended 31st March 2019.		
3.	(a) To re-elect Mr. Xu Lin Bao, an Independent Non-executive Director who has already served the Company more than nine (9) years, as a Director.		
	(b) To re-elect Mr. Yeung Wing Sun Mike as a Director.		
	(c) To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as the Company's Auditor and authorise the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot and issue additional shares of the Company <sup>(5)</sup> .		
6.	To grant a general mandate to the Directors to buy-back issued shares of the Company <sup>(5)</sup> .		
7.	To extend the general mandate under Resolution 5 by the addition of the number of shares buy-back under Resolution 6 <sup>(5)</sup> .		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature <sup>(6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman is preferred, delete the words "the chairman of the Annual General Meeting" 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.
- Please indicate with a "✓" in the appropriate space beside each of the resolutions 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 Annual General Meeting other than those referred to in the Notice.
- The full text of Resolutions 5, 6 and 7 are set out in the Notice.
- 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.
- 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.
- 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 Annual General Meeting or any adjournment thereof (as the case may be).
- A proxy need not be a shareholder of the Company but must attend the Annual General Meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you wish.