

嘉士利集團有限公司
Jiashili Group Limited



(incorporated in the Cayman Islands with limited liability)

(Stock code: 1285)

**Form of proxy for use at the extraordinary general meeting
to be held on Thursday, 28 November 2019 at 3 p.m. (or at any adjourned meeting thereof)**

I/We¹ _____
of _____
being the registered holder(s) of _____ ordinary shares² of HK\$0.01 each in the share capital of Jiashili Group Limited (the “Company”) HEREBY APPOINT the Chairman of the meeting³, or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (“EGM”) to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 28 November 2019 at 3 p.m. (or at any adjournment thereof) in respect of the undermentioned resolution as indicated. Unless otherwise indicated, capitalised terms used in this form of proxy shall have the same meanings as those defined in the notice convening the EGM.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	To approve the Master Purchase Agreement, the transactions contemplated thereunder and the relevant proposed annual caps in respect of the transactions contemplated thereunder for the period/years ending 31 December 2019, 2020 and 2021.		

Dated this _____ day of _____ 2019. Signature(s)⁵ _____

Notes:

1. Full name(s) and address(es) (as shown in the register of members) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. Please indicate with a “✓” in the spaces provided opposite to each of the resolutions how you wish your proxy to vote on your behalf. In the absence of such indication, your proxy may vote for or against the resolutions or may abstain from voting 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.
5. 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 either executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. 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 notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.
10. The full text of the resolution is set out in the notice convening the EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) 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 meeting of the Company (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised 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) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.