



# 長城環亞控股有限公司\*

## GREAT WALL PAN ASIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 583)

### FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON MONDAY, 22 JANUARY 2018 (AND AT ANY ADJOURNMENT THEREOF)

I/We<sup>(Notes 1 & 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10  
each in the share capital of Great Wall Pan Asia Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting<sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the special general meeting (the “SGM”) of the  
Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 22 January 2018 at  
3:30 p.m. and at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Bye-Laws of the Company.  
Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 5)</sup>.

Ordinary Resolution	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
To grant approval to GWPA Property I Holding Limited (a wholly-owned subsidiary of the Company) entering into the Shareholders Agreement and all transactions contemplated thereunder including but not limited to the JV Investment (including the provision of the Advance) and to authorise any one of the directors of the Company to do all such acts and things and to sign and execute all such further documents for and on behalf of the Company to carry out, perform, implement and/or give full effect to the Shareholders Agreement and all relevant transactions contemplated thereunder.**		

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

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

**Notes:**

- Please insert your full name and address in **BLOCK CAPITALS**. Only one of joint holders should be mentioned (please refer to note 4 below for details).
- Please insert the number of shares in the Company registered in your name to which this proxy relates. 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 (whether alone or jointly with others).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Where there are joint registered holders of any share, any one of such persons may vote at the SGM (or at any adjournment thereof), either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally 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(s) will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands will be deemed joint holders thereof.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no indication is given, your proxy will vote or abstain at his/her discretion. On a poll, a member is entitled to one vote for every fully-paid share held and a member entitled to more than one vote need not use all his/her votes or cast his/her votes in the same way. A tick (“✓”) in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly and a number in the relevant box indicates that the votes attached to the number of shares referred to in the box will be cast accordingly. The total number of shares referred to in the two boxes for the same resolution cannot exceed the number of shares stated above as this proxy relates.
- 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 under its common seal or under the hand of an officer or attorney so authorised.
- In order 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 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 no later than 3:30 p.m. on Saturday, 20 January 2018 (or if the SGM is adjourned, not less than 48 hours before the time appointed for holding of the adjourned SGM).**
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the SGM and any adjournment thereof if you so wish. In such event, this form of proxy shall be deemed to have been revoked.

\* For identification purpose only

\*\*The full text of the resolution and the definitions of capitalised terms above are set out in the notice of SGM.

#### 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 SGM (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 for use in connection with the Purposes 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. 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 and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk