



ASIAN GROWTH PROPERTIES LIMITED

(An Exempted Company Registered in Bermuda with Limited Liability with Registered No. 52097)

FORM OF INSTRUCTION

For use by depositary interest holders in connection with the
SPECIAL GENERAL MEETING to be held on Wednesday, 6 December 2017 at 4:00 p.m. (Hong Kong time)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ depositary interest(s) of

Asian Growth Properties Limited (the “Company”), **HEREBY INSTRUCT** Computershare Company Nominees Limited, the Custodian, to attend and act as my/our representative at the special general meeting of the Company (“SGM”) to be held at the Board Room, 26th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 6 December 2017 at 4:00 p.m. (Hong Kong time) and at any adjournment thereof to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the said meeting and any adjournment as directed below.

Please indicate with a “✓” in the following boxes provided how you wish your vote(s) to be cast.

RESOLUTIONS <i>(Please refer to the Notice of Special General Meeting for full text)</i>		FOR	AGAINST	ABSTAIN
As Ordinary Resolutions				
1.	To approve the disposal of Giant Trade Investments Limited by the Company to Asian Growth Properties Co. Limited			
2.	Subject to the passing of Resolution 1 and compliance with the relevant Bermuda legal requirements and the Company’s bye-laws; the approval of (i) the reduction of the par value of the Company’s existing issued shares and the subdivision of the Company’s authorised but unissued existing shares; (ii) a credit arising from the capital reduction be credited to the contributed surplus account of the Company; and (iii) the declaration of a special dividend to the Company’s shareholders			
As Special Resolution				
3.	Following completion of the transactions referred to in Resolutions 1 and 2, the approval of the cancellation of the Company’s admission to trading on AIM			
As Ordinary Resolutions				
4.	To approve the amendment of the bye-laws of the Company			
5.	Subject to the completion of the transactions referred to in Resolutions 1, 2, 3 and 4, the authorisation of Nan Luen International Limited to approve, by way of written resolution of the Company signed by it, the voluntary winding-up of the Company and the appointment of Mr. Mat Ng and Mr. Chan King Wai Leonard of JLA Asia Limited as joint liquidators of the Company			

Intention to Attend

Please indicate if you wish to attend the SGM.

Depository Interest Holder’s Signature: _____ ^(notes 3 and 4) Dated the _____ day of _____, 2017

Notes:

- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- Please insert the number of depositary interests registered in your name(s) to which this form of instruction relates. If no number is inserted, this form of instruction will be deemed to relate to all the depositary interests of the Company registered in your name(s).
- In the case of joint holders, this form of instruction must be signed by the holder of depositary interests whose name stands first on the register of holders of depositary interests.
- This form of instruction must be signed by the appointor or his attorney duly authorised in writing and, if such appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person so authorised.
- If returned duly signed but without a specific direction, this form of instruction will be rejected.
- To be valid, this form of instruction together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s Custodian at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6AH, United Kingdom not less than 72 hours before the time appointed for holding of the SGM (i.e. not later than 4:00 p.m. (Hong Kong time) (8:00 a.m. London time) on Friday, 1 December 2017) or any adjournment thereof. For enquiries, please phone (44) 370 702 0000 or fax at (44) 370 703 6101.
- Any alterations made in this form of instruction must be initialed by the person who signs it.
- The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Custodian in writing or email at !UKALLDITeam2@computershare.co.uk.
- Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest Register at 5:00 p.m. on Friday, 1 December 2017 (London time). Changes to entries on the Depository Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.