



ASIAN GROWTH PROPERTIES LIMITED

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

FORM OF PROXY

For use by shareholders at the SPECIAL GENERAL MEETING to be held on Friday, 21 April 2017 at 4:00 p.m. (Hong Kong time)

I/We (note 1) _____ of _____, being the registered holder(s) of (note 2) _____ common share(s) of US\$0.05 each in the capital of Asian Growth Properties Limited (the "Company"), HEREBY APPOINT (note 3) the Chairman of the meeting or _____ of _____

as my/our proxy to attend and act for me/us at the special general meeting of the Company ("SGM") to be held at the Board Room, 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 21 April 2017 at 4:00 p.m. (Hong Kong time) and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the said meeting and its adjournment as directed below.

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

ORDINARY RESOLUTIONS <i>(Please refer to the Notice of Special General Meeting for full text)</i>		FOR	AGAINST	ABSTAIN
1.	To approve the sale of Benefit Strong Group Limited by the Company to S E A Holdings Limited			
2.	Subject to the passing of Resolution 1, the approval of a special dividend to be funded out of the Company's contributed surplus account			

Shareholder's Signature: _____ (notes 4 and 5) Dated the _____ day of _____, 2017

Notes:

- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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).
- A shareholder is entitled to appoint one proxy (or, if he holds two or more shares, more than one proxy) to vote instead of him provided that each proxy is appointed to exercise the rights attached to a share or shares held by the shareholder. A proxy need not be a shareholder of the Company. If such an appointment is made, please delete the words "the Chairman of the meeting or" and insert in **CAPITAL LETTERS** the name and address of the person appointed as the proxy in the space provided. For appointment of more than one proxy, the original form of proxy may be photocopied for use.
- In the case of joint holders of the Company's share(s), this form of proxy must be signed by any one of them.
- This form of proxy 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 this form of proxy is returned duly signed but without a specific direction, the proxy will vote or 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 of the meeting which accompanies this form of proxy.
- 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 certified copy of such power or authority must be deposited at **the Company's principal place of business at 25th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong** not less than 48 hours before the time appointed for holding the SGM, (i.e. not later than 4:00 p.m. (Hong Kong time) (9:00 a.m. London time) on Wednesday, 19 April 2017) or any adjournment thereof. For enquiries, please phone (852) 2828 3263 or fax at (852) 2598 6862.
- Completion and return of this form of proxy does not preclude a shareholder from attending the SGM and voting thereat or at any adjournment thereof in person.
- Any alterations made in this form of proxy must be initialed by the person who signs it.