



# 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 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) \_\_\_\_\_ 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, 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 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.

RESOLUTIONS (Please refer to the Notice of Special General Meeting for full text)		FOR	AGAINST	ABSTAIN
<b>As Ordinary Resolutions</b>				
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			
<b>As Special Resolution</b>				
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			
<b>As Ordinary Resolutions</b>				
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			

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

- Notes:
1. Full name(s) and address(es) must be inserted in CAPITAL LETTERS.
2. 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).
3. 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.
4. In the case of joint holders of the Company's share(s), this form of proxy must be signed by any one of them.
5. 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.
6. 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.
7. 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 Suites 2506-10, 25th Floor, Everbright 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) (8:00 a.m. London time) on Monday, 4 December 2017) or any adjournment thereof. For enquiries, please phone (852) 2828 3232 or fax at (852) 2828 3238.
8. 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.
9. Any alterations made in this form of proxy must be initialed by the person who signs it.