



# China Greenland Broad Greenstate Group Company Limited

## 中國綠地博大綠澤集團有限公司

(formerly known as Broad Greenstate International Company Limited 博大綠澤國際有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 15 JANUARY 2018 AND AT ANY ADJOURNMENT THEREOF

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.025 each  
in the share capital of China Greenland Board Greenstate Group Company Limited (the "Company") hereby appoint the Chairman of the extraordinary general meeting of the  
Company, or <sup>(Note 3)</sup> \_\_\_\_\_  
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 (the "Meeting") to be held at Conference Room No. 5,  
Crowne Plaza Shanghai Noah Square, No. 1699 Jinshajiang Road, Putuo District, Shanghai, China, on Monday, 15 January 2018 at 2:00 p.m. and at any adjournment thereof for the  
purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice of the Meeting as indicated below or if no such indication is given, as my/our proxy  
thinks fit and in respect of any other of business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	<p><b>"THAT:</b></p> <p>(a) the deed of consent dated 15 November 2017 (the "Deed of Consent") entered into between the Company and Greenland Financial Overseas Investment Group Co., Ltd. 綠地金融海外投資集團有限公司 (the "Greenland Financial"), in respect of the proposed Reissue (the "Proposed Reissue of Notes") of a redeemable fixed coupon promissory note with a principal amount of US\$40,000,000 at the rate of 9.00% per annum to Greenland Financial (a copy of the Deed of Consent marked "A" and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved and confirmed and ratified;</p> <p>(b) the reissue of the promissory note with a principal amount of US\$40,000,000 at the rate of 9.00% per annum in favour of Greenland Financial pursuant to the Deed of Consent (the "New Note Instrument") (a copy of the final form of the New Note Instrument marked "B" and signed the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved;</p> <p>(c) the new share charge (the "New Company Share Charge") relating to all the charge of all rights, entitlements, interests and benefits in 50,000 ordinary shares of Greenstate Times, representing 50% of the entire issued share capital of Greenstate Times International Company Limited (綠澤時代國際有限公司) ("Greenstate Times"), legally and beneficially held by the Company as at the date of the Deed of Consent and charged in favour of Greenland Financial (a copy of the final form of the New Note Instrument marked "C" and signed the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved;</p> <p>(d) the new share charge (the "New Greenstate Times Shares Charge") relating to the charge of all rights, entitlement, interest and benefits in 5,000 ordinary shares of Greenstate International Company Limited (綠澤國際有限公司) ("Greenstate International"), representing 50% of the entire issued share capital of Greenstate International, legally and beneficially held by Greenstate Times as at the date of the Deed of Consent and charged in favour of Greenland Financial (a copy of the final form of the New Note Instrument marked "D" and signed the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved; and</p> <p>(e) any director of the Company be and is hereby authorized to do all such things and acts, including but not limited to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements, as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or giving effect to any matters relating to the Deed of Consent Agreement, the New Note Instrument, the New Company Share Charge, the New Greenstate Times Share Charge and all transactions contemplated thereunder."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature \_\_\_\_\_ <sup>(Note 5)</sup>

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out "the Chairman of the extraordinary general meeting of the Company, or" 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member holding two or more shares may appoint more than one proxy. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The notice of the Meeting is set out in the Company's circular dated 29 December 2017.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.