



中國恒大集團

CHINA EVERGRANDE GROUP

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3333)

**Form of proxy for use at the Extraordinary General Meeting
to be held on Thursday, 23 November 2017 and at any adjournment thereof**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of US\$0.01 each in the capital of CHINA EVERGRANDE GROUP 中國恒大集團 (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____ 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 to be held at Salon 5, JW Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Thursday, 23 November 2017 at 10:00 a.m. and at any adjournment thereof and to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below.

RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve, confirm and ratify the Third Round Investment Agreements (as defined in the circular of the Company dated 8 November 2017) and to authorize any one Director of the Company to do all such further acts and things and to sign and execute all such documents and to take all such steps considered necessary, desirable or expedient to implement and/or give effects to the transactions contemplated under the Third Round Investment Agreements.		

Date: _____ 2017

Signed ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of US\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “FOR”, IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his votes 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 convening the meeting.
5. 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 duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
7. 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 deposited at the office of the Company’s registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
8. Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. The proxy need not be a member of the Company.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or at any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.