



China Greenland Broad Greenstate Group Company Limited

中國綠地博大綠澤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 27 DECEMBER 2023 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 2) _____

of _____

being the registered holder(s) of shares in the issued share capital of China Greenland Broad Greenstate Group Company Limited (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held Floor 8, Block D3, 5th Building, Hongqiao World Center, 1588 Lane, Zhuguang Road, Shanghai, the PRC at 10:00 a.m. on Wednesday, 27 December 2023. (or at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>“THE CONVERSION THAT:</p> <p>(a) the Conversion Agreement (a copy of which has been produced to this meeting marked “A” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;</p> <p>(b) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares, the Directors be and are hereby granted a specific mandate (the “Specific Mandate for Issue of Conversion Shares”) to allot and issue the Conversion Shares pursuant to the Conversion Agreement, provided that the Specific Mandate for Issue of Conversion Shares shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Conversion Agreement and the transaction contemplated hereunder.”</p>		
2.	<p>“THE SETTLEMENT THAT:</p> <p>(a) the Settlement Agreements (a copy of which have been produced to this meeting marked “B” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;</p> <p>(b) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Settlement Shares, and the passing of the ordinary resolution 1 above, the Directors be and are hereby granted a specific mandate (the “Specific Mandate for Issue of Settlement Shares”) to allot and issue the Settlement Shares pursuant to the Settlement Agreements, provided that the Specific Mandate for Issue of Settlement Shares shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Settlement Agreements and the transaction contemplated hereunder.”</p>		
3.	<p>“THAT:</p> <p>(a) the authorised share capital of the Company be increased from HK\$ 100,000,000 divided into 4,000,000,000 Shares of HK\$0.025 each to HK\$200,000,000 divided into 8,000,000,000 Shares of HK\$0.025 each by the creation of an additional 4,000,000,000 Shares (the “Increase in Authorised Share Capital”); and</p> <p>(b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Increase in Authorised Share Capital.”</p>		

SPECIAL RESOLUTION	FOR	AGAINST
4. “THAT, subject to and conditional upon the passing of ordinary resolution no. 1 and the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon, the waiver of obligation on the part of Greenland Financial to make a mandatory general offer to the Shareholders for all the Shares not already owned or agreed to be acquired by Greenland Financial and any parties acting in concert with it which would, otherwise arise as a result of the issue and allotment of the Conversion Shares pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code, be and is hereby approved, and that any one Director be and is authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with any of the matters relating to, or incidental to, the Whitewash Waiver.”		

Note: For full text of the above resolutions, please refer to the notice of EGM dated 5 December 2023.

Date: _____ 2023 Signature(s)^(Note 6) _____

Notes:

1. 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. The description of this resolution is by way of summary only. The full text appears in the notice convening the which is sent to the shareholders of the Company together with this form of proxy.
6. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
7. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. In order 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 Company’ branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Monday, 25 December 2023) or any adjournment thereof (as the case may be).
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

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 authorized 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.