

SMART CITY DEVELOPMENT HOLDINGS LIMITED

智城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 26 APRIL 2021 (OR ANY ADJOURNMENT THEREOF)

I (We) ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2) of Smart City Development Holdings Limited
(the “Company”), now appoint ^(Note 3) _____
of _____
or failing him/her, the Chairman of the meeting 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 “EGM”) (or at any adjournment thereof) to be held at Room 01B, 23rd Floor, China Insurance Group Building, 141 Des Voeux Road Central, 61–65 Gilman Street and 73 Connaught Road Central, Hong Kong at 11:00 a.m. on 26 April 2021, for the purpose of considering and, if thought fit, passing with or without modification the resolution as set out in the notice convening the EGM and at such EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below ^(Note 4).

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve the proposed consolidation of every five (5) issued and unissued shares of par value of HK\$0.025 each in the share capital of the Company into one (1) Consolidated share of par value of HK\$0.125 each.		

* For the full text of the resolution, please refer to the notice convening the EGM as contained in the circular of the Company dated 1 April 2021.

Date: _____ 2021

Signature: ^(Note 5) _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK LETTERS**. The names of all joint holders should be stated.
2. Please insert the number of share(s) of the Company registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares of the Company registered in your name(s).
3. Please insert the name and address of your proxy. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies may be appointed to attend and vote at the EGM provided that such proxies must attend the EGM in person on your behalf. Any alteration made to this form of proxy must be signed by the person who signs it.
4. **Important: If you wish to vote FOR the resolution, please tick the appropriate box marked “For”. If you wish to vote AGAINST the resolution, please tick the appropriate box marked “Against”.** In the absence of any such indication, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be in writing under the hand of the appointor or of his/her attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In the case of joint holders, the vote of the senior who tenders a vote, either in person or by proxy, will be accepted to the exclusion of the 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.
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 Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no less than 48 hours before the time designated for holding of the EGM or any adjournment thereof.
8. The proxy needs not be a member of the Company.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish, and in such case, this form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us 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. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong) and any such request should be made in writing by mail to the Personal Data Privacy Officer of Tricor Investor Services Limited at the above address.