



POWERLONG REAL ESTATE HOLDINGS LIMITED

寶龍地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1238)

EXTRAORDINARY GENERAL MEETING ON 27 NOVEMBER 2024

FORM OF PROXY

I/We¹ _____
of _____
being the registered holder(s) of² _____
ordinary shares (the “Shares”) of HK\$0.01 each in the share capital of Powerlong Real Estate Holdings Limited (the “Company”),
HEREBY APPOINT³ _____
of _____

or failing him/her, the chairman of the meeting, as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the “Meeting”) to be held at Meeting Room 716, Powerlong Tower, No. 1399 Xinzhen Road, Minhang District, Shanghai, the PRC on Wednesday, 27 November 2024 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution(s) properly put to the Meeting.

Unless stated otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 November 2024 (the “Circular”).

	ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
1.	“THAT (a) the Issue of Mandatory Convertible Bonds and the transactions contemplated thereunder including but not limited to the issue of mandatory convertible bonds of the Company for a term of 4 years which are convertible into ordinary shares of the Company pursuant to the terms of the Mandatory Convertible Bonds, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified; (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Issue of Mandatory Convertible Bonds and any of the transactions contemplated thereunder including but not limited to the Issue of Mandatory Convertible Bonds; and (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares.”		

Signature⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out “or failing him/her, the chairman of the meeting” 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 WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for any resolution, tick the box marked “For”. If you wish to vote against any resolution, tick the box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than referred to the notice convening the Meeting.
- 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 executed under its common seal or under the hand of an officer, attorney or other person duly authorised.
- 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 certified copy of such power of authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders is present at the Meeting, either 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 Shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “PDPO”). The supply of your and your proxy’s Personal Data is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions. Your and your proxy’s Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for our verification and record purposes. By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to the Personal Data Privacy Officer of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.