

**ZALL Development**  
**Zall Development Group Ltd.**  
**卓爾發展集團有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2098)

**EXTRAORDINARY GENERAL MEETING**  
**FORM OF PROXY**

I/We<sup>1</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.01 each in the capital of  
Zall Development Group Ltd. (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**  
or<sup>3</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
as my/our proxy to attend and vote for me/us at the extraordinary general meeting (or at any adjournment thereof) of  
the Company (the “Meeting”) to be held at Suite 1606, 16/F, Two Exchange Square, Central, Hong Kong on  
Friday, 16 October 2015 at 11:00 a.m. and to vote for me/us as indicated below or, if no such indication is given, as  
my/our proxy thinks fit.

ORDINARY RESOLUTION <sup>4</sup>	FOR <sup>5</sup>	AGAINST <sup>5</sup>
To approve the share subdivision of each of the issued and unissued shares of the Company of HK\$0.01 each in the share capital of the Company into three (3) subdivided shares of HK\$0.00333 each.		

Date: \_\_\_\_\_

Signature(s)<sup>6</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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 Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out “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.**
4. The above description of the proposed ordinary resolution is by way of summary only. The full text appears in the notice of the Meeting.
5. **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 properly put to the Meeting other than referred to in the notice convening the Meeting.
6. This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
7. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
8. 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.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. 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.