

# 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)

### ANNUAL GENERAL MEETING ON 26 MAY 2014 FORM OF PROXY

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the “Shares”) of HK\$0.01 each in the share capital of Zall Development Group Ltd. (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING (THE “Meeting”)<sup>3</sup>, or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to be held at 10:30 a.m. on Monday, 26 May 2014 at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong (or at any adjournment thereof) for the purpose of considering, if thought fit, passing the resolutions 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 resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

ORDINARY RESOLUTIONS <sup>4</sup>		FOR <sup>5</sup>	AGAINST <sup>5</sup>
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2013.		
2.	(a) To re-elect Mr. Yan Zhi as executive Director;		
	(b) To re-elect Mr. Cui Jinfeng as executive Director; and		
	(c) To re-elect Mr. Peng Chi as independent non-executive Director.		
3.	To authorise the board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint KPMG as auditors of the Company and authorise the board of Directors to fix their remuneration.		
<b>Special Business</b>			
5.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
6.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted by resolution 5 by adding the shares purchased pursuant to the general mandate granted by resolution no. 6.		

Signature<sup>6</sup> \_\_\_\_\_

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 Shares registered in your name(s).
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Meeting.
- 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 the notice convening the Meeting.
- 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.
- 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 Hong Kong branch share registrar, 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 the 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 member 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.