

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/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares²
of HK\$0.01 each in the capital of Zall Development Group Ltd. (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or³ _____ (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 January 2015 at 10:00 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 RESOLUTIONS ⁴	FOR ⁵	AGAINST ⁵
1.	To approve, ratify and confirm the Disposal Agreement (as defined in the circular of the Company dated 31 December 2014 (the "Circular"), the Side Letter (as defined in the Circular), the entering into of the Revised Deed (as defined in the Circular), and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith.		
2.	To approve, ratify and confirm the Equity Swap Agreement (as defined in the Circular), the Side Letter (as defined in the Circular), the entering into of the Revised Deed (as defined in the Circular), and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith.		
3.	Conditional upon (i) resolution no. 1 above having been passed; and (ii) completion of the Disposal Agreement having taken place, to approve the declaration and the distribution of a special dividend in the total amount of HK\$739,414,800.		

Date: _____

Signature(s)⁶: _____

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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. The above description of the proposed ordinary resolutions 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 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 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.
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.