



China Greenland Broad Greenstate Group Company Limited
中國綠地博大綠澤集團有限公司

(formerly known as Broad Greenstate International Company Limited 博大綠澤國際有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 17 JANUARY 2017 (OR AT ANY ADJOURNMENT THEREOF)**

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.025 each in the share capital of China Greenland Broad Greenstate Group Company Limited (the “Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company, or ^(Note 3) _____
of _____
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 “Meeting”) to be held on Tuesday, 17 January 2017 at 2:00 p.m. at Conference Room No. 5, Crowne Plaza Shanghai Noah Square, No. 1699 Jinshajiang Road, Putuo District, Shanghai, China and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice of the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other of business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>“THAT</p> <p>(a) the onshore share purchase agreement dated 30 November 2016 entered into between the Company and 浙江雨林控股集團有限公司 (Zhejiang Yulin Holding Group Company Limited*) in relation to the sale and purchase of 20% of the equity interests in 杭州蕭山江南園林工程有限公司 (Hangzhou Xiaoshan Jiangnan Garden Construction Company Limited*) (the “Onshore Share Purchase Agreement”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the offshore share purchase agreement dated 30 November 2016 entered into between the Company and Golden Spring Landscape Limited (the “Offshore Vendor”) in relation to the sale and purchase of the entire issued share capital in National Landscape Limited (the “Offshore Share Purchase Agreement”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(c) the allotment and issue of 35,920,957 ordinary shares of HK\$0.025 each in the share capital of the Company (the “Consideration Shares”) at an issue price of HK\$1.1875 per Consideration Share to the Offshore Vendor in accordance with the Offshore Share Purchase Agreement be and is hereby approved, confirmed and ratified; and</p> <p>(d) any one or more directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Onshore Share Purchase Agreement, the Offshore Share Purchase Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares to the Offshore Vendor.”</p>		

Dated this _____ day of _____ 2017

Signature _____ ^(Note 5)

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out “the Chairman of the extraordinary general meeting of the Company, or” 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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
5. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign this form on behalf of the corporation without further evidence of the fact.
6. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member holding two or more shares may appoint more than one proxy. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
7. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
8. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
9. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. The notice of the Meeting is set out in the Company’s circular dated 30 December 2016.

* For identification purpose only