



YUE DA INTERNATIONAL HOLDINGS LIMITED

悅達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 629)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at Office Nos. 3321-3323 and 3325, 33/F, China Merchants Tower, Shun Tak Centre, No. 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 26 November 2019 at 10:00 a.m.

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of HK\$0.10 each of
Yue Da International Holdings Limited (the “Company”), hereby appoint the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at Office Nos. 3321-3323 and 3325, 33/F, China Merchants Tower, Shun Tak Centre, No. 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 26 November 2019 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

	ORDINARY RESOLUTION ^(note e)	FOR ^(note d)	AGAINST ^(note d)
1.	THAT: (a) the reverse factoring agreement dated 30 September 2019 (as supplemented and amended by the supplemental agreement date 5 November 2019) entered into among Yueda (Shenzhen) Commercial Factoring Co., Limited, Jiangsu Yueda Commercial Properties Company Limited, Yancheng Yueda Tianhui Real Estate Company Limited, Yancheng Yueda Dongfang Real Estate Company Limited, Changshu Huakun Property Development Company Limited and Yueda Real Estate Group Company Limited (the “Reverse Factoring Agreement”) be and is hereby approved, confirmed and ratified; and (b) any one or more of the directors of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Reverse Factoring Agreement (including the proposed annual caps) and the transactions contemplated thereunder.		

Dated the _____ day of _____, 2019 Shareholders' signature ^(notes f, g, h and i) _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the extraordinary general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolution, please tick (“✓”) the boxes marked “Against”. If the form return is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain to vote at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- The description of the resolution is by way of summary only. The full text appears in the notice of the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorized.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited at Shop 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialed by the person who signs the form.