

ASEANA PROPERTIES LIMITED

(Incorporated in Jersey under the Companies (Jersey) Law 1991 (as amended) with registered number 94592)

EXTRAORDINARY GENERAL MEETING

FORM OF PROXY

I/We, of

.....
being the registered shareholder(s) of shares of US\$0.05 each in the share capital of Aseana Properties Limited (the “**Company**”), hereby appoint

..... of

..... or

failing him/her, the Chairman of the Extraordinary General Meeting (the “**EGM**”) of the Company, as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at 12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands on Wednesday, 4 January 2017 at 9.30 a.m., and at any adjournment thereof, on the undermentioned resolution as indicated below:

Words and expressions defined in the circular to Shareholders dated 13 December 2016 (the “**Circular**”) shall, save where the context otherwise requires, have the same meaning when used in the below Resolution.

Resolution	For	Against	Abstain
<p>1 THAT:</p> <p>(i) in addition to any existing authorities, the Company be and is hereby authorised to make purchases of its ordinary shares of U.S.\$0.05 each (“Shares”) pursuant to the tender offer (“Tender Offer”) on the terms set out in the circular to Shareholders of the Company dated 13 December 2016 (a copy of which is produced and signed by the chairman of the meeting for the purposes of identification) (the “Circular”) provided that:</p> <p>(a) the maximum number of Shares hereby authorised to be purchased is 13,334,000;</p> <p>(b) the price which may be paid for a Share shall be the Tender Price as defined in the Circular (which in each case shall be both the maximum and the minimum price);</p> <p>(c) the authority hereby conferred shall expire on the earlier of (i) the completion of the Tender Offer, or (ii) 31 January 2017; and</p> <p>(d) the Company may make a contract or contracts to buy back Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a buyback of Shares in pursuance of any such contract or contracts;</p> <p>(ii) the Company be and is hereby authorised to hold in treasury those Shares that are successfully tendered pursuant to the Tender Offer.</p>			

If by an individual:

If for and on behalf of a corporation:

Signed: Signed:

Dated: 2016 for and on behalf of:

Position:

Dated:2016

Notes:

- (a) A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend and, on a poll, to vote in his or her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion, provided each proxy is appointed to exercise rights attached to different shares.
- (b) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited with the Company's registered office at 12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands, or at such other place as is specified for that purpose in the notice of the meeting or in the instrument of proxy issued by the Company, so as to be received as soon as possible and, in any event, by no later than 9.30 a.m. on Friday, 30 December 2016 or, in the case of a poll, at least 24 hours before the time appointed for taking the poll and, in default the instrument of proxy shall not be treated as valid.
- (c) Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he/she so wishes. If a member has appointed a proxy and then attends the meeting in person the member's proxy appointment will automatically terminate.
- (d) Details of how to appoint the Chairman of the meeting or another person as proxy are set out in the notes to the Form of Proxy. If a member wishes a proxy to speak on their behalf at the meeting they will need to appoint their choice of proxy (not the Chairman) and give their instructions directly to them.
- (e) Unless a poll is demanded a declaration by the Chairman that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A resolution put to vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is duly demanded. A proxy may demand, or join in demanding, a poll.
- (f) On a show of hands, every member who is present in person shall have one vote and, on a poll, every member present in person or by proxy shall have one vote for every share of which he is the holder. In the case of joint holders, 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 seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company.
- (g) A corporation (whether or not a company within the meaning of the Companies (Jersey) Law 1991 (as amended)) which is a member may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company. Any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member. The corporation shall be deemed to be present in person at any such meeting if a person so authorised is present at the meeting and all references to attendance and voting in person shall be construed accordingly.
- (h) Pursuant to Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only Shareholders entered in the Company's register of members of the Company at 6.00 p.m. on 30 December 2016 are entitled to attend and/or vote at the meeting (or any adjournment thereof) and that the number of votes which any such Shareholder may cast, upon a poll, will be determined by reference to the number of shares registered in such Shareholder's name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend and/or vote at the meeting (or any adjournment thereof).
- (i) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given in the Form of Proxy, a proxy may vote or abstain from voting at his or her discretion. If a member selects two or more voting preferences, the member's vote will be discontinued. If members wish to vote differently in respect of different shares, they will need to complete additional Forms of Proxy. A proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matters which are put before the meeting.
- (j) To change instructions relating to a proxy, members must submit a new proxy appointment. Any amended proxy appointment received after the time for holding the meeting or any adjourned meeting will be disregarded. If a member submits more than one valid proxy appointment, the latest appointment received prior to the deadline for the receipt of proxies will take precedence.
- (k) In order to revoke a proxy instruction, members will need to inform the Company by sending a signed hard copy notice clearly stating their intention to revoke their proxy appointment to the Company. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed by a duly authorised officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power of attorney) must be included with the revocation notice. The revocation notice must be received by the Company no later than the commencement of the meeting or adjourned meeting at which the vote is given or, in the case of a poll taken more than 24 hours after it has been demanded, before the time appointed for taking the poll. If a member attempts to revoke a proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly before, the member's proxy appointment will remain valid.