



联华超市股份有限公司

LIANHUA SUPERMARKET HOLDINGS CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00980)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 26 NOVEMBER 2018

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ H Shares/Domestic Shares/Unlisted Foreign Shares ^(Note 2)
in the share capital of Lianhua Supermarket Holdings Co., Ltd. (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3)
or, _____
as my/our proxy to attend the extraordinary general meeting (and any adjournment thereof) of the Company to be held at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the People's Republic of China at 10:00 a.m. on Monday, 26 November 2018 for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the provision of deposit services under the financial services agreement dated 8 October 2018 entered into between the Company, Bailian Group Co., Ltd. and Bailian Group Finance Co., Ltd. and its proposed annual caps.		
2.	To approve the sales agency framework agreement dated 8 October 2018 entered into between the Company and Shanghai Bailian Omni-channel E-commerce Co., Ltd. and its proposed annual caps.		
3.	To approve the supply of goods framework agreement dated 8 October 2018 entered into between the Company and Bailian Group Co., Ltd. and its proposed annual caps.		
4.	To approve the appointment of Mr. Xu Hong as a non-executive director of sixth session of the board of directors of the Company.		
SPECIAL RESOLUTIONS			
1.	To approve the proposed amendments to Article 21 of the articles of association of the Company, and to authorize any executive director of the board of directors of the Company to make such further amendments according to the opinions provided by the relevant approval authorities.		
2.	To approve the proposed amendments to the articles of association of the Company in relation to the Party building and innovative fault-tolerant mechanism, and to authorize any executive director of the board of directors of the Company to make such further amendments according to the opinions provided by the relevant approval authorities.		

Dated this _____ day of _____ 2018

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **block capitals**.
- Please insert the number of shares and specify the category of shares (by striking out the inappropriate categories) registered in your name(s). 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).
- If any proxy other than the chairman of the meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" here and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. You may appoint one or more proxies to attend the meeting. **IF NO NAME IS INSERTED, CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to tick either of the boxes will entitle your proxy cast his votes at his discretion.
- 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 or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In the case of holder of the H Shares of the Company, this form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof, in order to be valid. In the case of holders of the Domestic Shares and the Unlisted Foreign Shares of the Company, this form of proxy together with the other documents mentioned above must be lodged with the office of the secretary to the board of directors of the Company at 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the People's Republic of China, not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof, in order to be valid.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish.