



**C.P. Holding (BVI)**  
**Investment Company Limited**  
*(Incorporated in the British Virgin Islands with limited liability)*

**C.P. Lotus Corporation**  
**卜蜂蓮花有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00121)**

**GREEN FORM OF PROXY FOR USE AT THE CPS COURT MEETING TO BE HELD ON  
FRIDAY, 4 OCTOBER 2019 AT 11:30 A.M. (HONG KONG TIME)  
(OR ANY ADJOURNMENT THEREOF)**

**Green** form of proxy for use at the court meeting (or any adjournment thereof) (the “**CPS Court Meeting**”) of Independent CPS Holders (as defined in the CPS Scheme of Arrangement and mentioned in the explanatory statement referred to in the Notice of the CPS Court Meeting) of series C convertible preference shares of HK\$0.02 par value each (the “**CPS**”) in the share capital of C.P. Lotus Corporation 卜蜂蓮花有限公司 (the “**Company**”).

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 149 OF 2019

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW (2018 REVISION) (AS AMENDED)  
AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102  
AND IN THE MATTER OF C.P. LOTUS CORPORATION 卜蜂蓮花有限公司

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ series C  
convertible preference shares <sup>(Note 2)</sup> of HK\$0.02 par value each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE CPS COURT MEETING** <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the CPS Court Meeting convened by the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) of the Independent CPS Holders to be held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 4 October 2019 at 11:30 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving the CPS Scheme of Arrangement referred to in the Notice of the CPS Court Meeting (the “**CPS Scheme of Arrangement**”) and at the CPS Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the CPS Scheme of Arrangement (either with or without modification(s), as my/our proxy may approve) or against the CPS Scheme of Arrangement, as indicated below <sup>(Note 4)</sup>, or if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the CPS Court Meeting and/or any adjournment thereof.

FOR the CPS Scheme of Arrangement <sup>(Note 9)</sup>	AGAINST the CPS Scheme of Arrangement <sup>(Note 9)</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Independent CPS Holder’s signature <sup>(Note 5)</sup>: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of CPS registered in your name(s) and to which this green form of proxy relates. If no number is inserted, this green form of proxy will be deemed to relate to all the CPS registered in your name(s).
3. Any Independent CPS Holder entitled to attend and vote at the CPS Court Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman of the CPS Court Meeting is preferred, strike out the words “THE CHAIRMAN OF THE CPS COURT MEETING or” and insert the name and address of the proxy desired in the space provided. An Independent CPS Holder who is the holder of two or more CPS may appoint more than one proxy to attend and vote on his behalf at the CPS Court Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of CPS in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE CPS COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS GREEN FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE CPS SCHEME OF ARRANGEMENT, PLEASE (“✓”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE CPS SCHEME OF ARRANGEMENT, PLEASE (“✗”) TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the CPS Court Meeting other than those referred to in the Notice of the CPS Court Meeting.
5. This green 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 or other person duly authorized to sign the same.
6. 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 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 respect of the CPS.
7. To be valid, this green form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed, signed and deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding the CPS Court Meeting (or any adjournment thereof). If this green form of proxy is not so deposited, it may, however, be handed to the Chairman of the CPS Court Meeting at the CPS Court Meeting before taking of the poll and the Chairman of the CPS Court Meeting should have absolute discretion whether or not to accept it. Completion and delivery of this green form of proxy will not preclude you from attending the CPS Court Meeting (or any adjournment thereof) and voting in person at the CPS Court Meeting (or any adjournment thereof) if you so wish, but in the event of your attending the CPS Court Meeting after having lodged this green form of proxy, this green form of proxy will be deemed to have been revoked by operation of law.
8. The proxy need not be a member of the Company but must attend the CPS Court Meeting in person to represent you.
9. The full text of the CPS Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the CPS Scheme of Arrangement appears in the composite scheme document dated 11 September 2019.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the CPS Court Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Progressive Limited at the above address.