



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)

**YELLOW FORM OF PROXY FOR USE AT THE CPS
EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 4 OCTOBER 2019 AT 12:30 P.M. (HONG KONG TIME)
(OR ANY ADJOURNMENT THEREOF)**

Yellow form of proxy for use at the extraordinary general meeting (or any adjournment thereof) (the “**CPS Extraordinary General Meeting**”) of the holders of series C convertible preference shares of HK\$0.02 par value each (the “**CPS Holders**”) in the share capital of C.P. Lotus Corporation 卜蜂蓮花有限公司 (the “**Company**”).

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ series C convertible preference shares ^(Note 2) of HK\$0.02 par value each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE CPS EXTRAORDINARY GENERAL MEETING** ^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the CPS Extraordinary General Meeting (or at any adjournment thereof) of the 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 12:30 p.m. (Hong Kong time) (or as soon thereafter as the meeting of certain holders of the series C convertible preference shares of HK\$0.02 each in the share capital of the Company convened at the direction of the Grand Court of the Cayman Islands shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 11 September 2019 (the “**CPS EGM Notice**”) convening the CPS Extraordinary General Meeting and at such CPS Extraordinary General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Special Resolution and the Ordinary Resolution as my/our proxy may approve) as hereunder indicated, and 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 Extraordinary General Meeting and/or any adjournment thereof.

Special Resolution:		FOR ^(Notes 4 and 9)	AGAINST ^(Notes 4 and 9)
1.	To consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme CPS as defined and more particularly set out in the CPS EGM Notice		
Ordinary Resolution:		FOR ^(Notes 4 and 9)	AGAINST ^(Notes 4 and 9)
2.	To consider and approve, amongst others, the increase of the number of issued series C convertible preference shares in share capital of the Company as more particularly set out in the CPS EGM Notice		

Dated this _____ day of _____ 2019

Shareholder's signature: _____ ^(Note 5)

Contact Phone Number: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of series C convertible preference shares of HK\$0.02 par value each in the share capital of the Company (the “**CPS**”) registered in your name(s) and to which this **yellow** form of proxy relates. If no number is inserted, this **yellow** form of proxy will be deemed to relate to all of such CPS in the share capital of the Company registered in your name(s).
- Any CPS Holder entitled to attend and vote at the CPS Extraordinary General 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 Extraordinary General Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE CPS EXTRAORDINARY GENERAL MEETING or**” and insert the name and address of the proxy desired in the space provided. Any 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 Extraordinary General 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 EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS YELLOW FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL/ORDINARY RESOLUTION, PLEASE (“/”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL/ORDINARY RESOLUTION, PLEASE (“\”) TICK THE BOX MARKED “AGAINST”.** Failure to tick either box in relation to the Special Resolution and the Ordinary Resolution 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 Extraordinary General Meeting other than that referred to in the CPS EGM Notice convening the CPS Extraordinary General Meeting or abstain.
- This **yellow** 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.
- 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 relevant joint holding.
- To be valid, this **yellow** form of proxy together with any 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 appointed for holding the CPS Extraordinary General Meeting (or any adjournment thereof) and in default, this **yellow** form of proxy shall not be treated as valid. Completion and delivery of this **yellow** form of proxy will not preclude you from attending the CPS Extraordinary General Meeting (or any adjournment thereof) and voting in person at the CPS Extraordinary General Meeting (or any adjournment thereof) if you so wish, but in the event of your attending the CPS Extraordinary General Meeting after having lodged this **yellow** form of proxy, this **yellow** form of proxy will be deemed to have been revoked by operation of law.
- The proxy need not be a member of the Company, but must attend the CPS Extraordinary General Meeting in person to represent you.
- The full text of the resolutions appears in the CPS EGM Notice.

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 Extraordinary General 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.