



China Baofeng (International) Limited

中國寶豐(國際)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3966)

PINK FORM OF PROXY FOR USE AT THE COURT MEETING TO BE HELD ON MONDAY, 17 AUGUST 2020 AT 9:00 A.M. (HONG KONG TIME) (OR ANY ADJOURNMENT THEREOF)

Pink form of proxy for use at the court meeting (or any adjournment thereof) (the “**Court Meeting**”) of Independent Shareholders (as defined in the Scheme of Arrangement and mentioned in the explanatory statement referred to in the Notice of the Court Meeting) of ordinary shares of par value HK\$0.01 each (the “**Shares**”) in the share capital of China Baofeng (International) Limited (中國寶豐(國際)有限公司) (the “**Company**”).

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 156 OF 2020

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW (2020 REVISION) (AS AMENDED)
AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102
AND IN THE MATTER OF CHINA BAOFENG (INTERNATIONAL) LIMITED (中國寶豐(國際)有限公司)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ordinary shares ^(Note 2) of par value HK\$0.01 each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING** ^(Note 3)
or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting convened by the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) of the Independent Shareholders to be held at Suite 3401, 34/F, Two Pacific Place, 88 Queensway Admiralty, Hong Kong on Monday, 17 August 2020 at 9:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving the Scheme of Arrangement referred to in the Notice of the Court Meeting (the “**Scheme of Arrangement**”) and at the Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification(s), as my/our proxy may approve) or against the Scheme of Arrangement, as indicated below ^(Note 4), 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 Court Meeting and/or any adjournment thereof.

FOR the Scheme of Arrangement ^(Note 9)	AGAINST the Scheme of Arrangement ^(Note 9)

Dated this _____ day of _____ 2020

Independent 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 Shares registered in your name(s) and to which this **pink** form of proxy relates. If no number is inserted, this **pink** form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Any Independent Shareholder entitled to attend and vote at the 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 Court Meeting is preferred, strike out the words “THE CHAIRMAN OF THE COURT MEETING or” and insert the name and address of the proxy desired in the space provided. An Independent Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the Court Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PINK FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, PLEASE (“/”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE 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 Court Meeting other than those referred to in the Notice of the Court Meeting or abstain.
- This **pink** 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 **pink** form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be completed, signed and deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-4, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding the Court Meeting (or any adjournment thereof). Completion and delivery of this **pink** form of proxy will not preclude you from attending the Court Meeting (or any adjournment thereof) and voting in person at the Court Meeting (or any adjournment thereof) if you so wish, but in the event of your attending the Court Meeting after having lodged this **pink** form of proxy, this **pink** 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 Court Meeting in person to represent you.
- The full text of the Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the Scheme of Arrangement appears in the scheme document dated 23 July 2020.

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 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/Union Registrars Limited at the above address.