



SINO PROSPER (GROUP) HOLDINGS LIMITED
中盈(集團)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING OF THE COMPANY
 TO BE HELD ON MONDAY, 28 SEPTEMBER 2020**

I/We ^(Note a) _____
 of _____
 being the holder(s) of _____ ^(Note b)
 ordinary shares of HK\$0.01 each in Sino Prosper (Group) Holdings Limited (the “Company”) hereby appoint the Chairman of the annual general meeting (the “Meeting”) of the Company or _____
 of _____
 to act as my/our proxy ^(Note c) at the Meeting to be held at Room 3404, 34/F., Tower Two, Lippo Centre, No. 89 Queensway, Hong Kong at 10:30 a.m. on Monday, 28 September 2020 and at any adjournment thereof and to vote on my/our behalf as directed below, or if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note d).

ORDINARY RESOLUTIONS*		FOR	AGAINST
1	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2020		
2	(a) To re-elect Ms. Wong Li Fong as director of the Company		
	(b) To re-elect Mr. Miao Yanan as director of the Company		
	(c) To authorise the board of directors of the Company to fix the directors’ remuneration		
3	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration		
4	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company’s ordinary shares		
5	To grant a general mandate to the directors of the Company to repurchase the Company’s ordinary shares		
6	To add the number of ordinary shares repurchased by the Company to the mandate granted to the directors of the Company under resolution numbered 4		

Date: _____ Shareholder’s signature ^(Notes e, f, g, h and i): _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
 - Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the ordinary shares in the capital of the Company registered in your name(s).
 - A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please cross out the words “the Chairman of the annual general meeting (the “Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided.
 - If you wish to vote for any of the resolutions set out above, please tick (“/”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“/”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
 - In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
 - The form of proxy must be signed by a Shareholder, or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
 - To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar and transfer agent, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjourned meeting.
 - Any alteration made to this form should be initialled by the person who signs the form.
 - Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
 - In compliance with the Hong Kong Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement precautionary measures at the meeting. Shareholders are advised to read page ii of the circular of the Company dated 14 August 2020 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
 - In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the meeting in person.**
- * *The full text of these resolutions are set out in the notice of the Meeting.*

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 Meeting of the Company (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 authorized 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 Secretaries Services Limited at the above address.