



# E-Star Commercial Management Company Limited

## 星盛商業管理股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6668)

### Form of proxy for the Extraordinary General Meeting to be held on Wednesday, 14 December 2022

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of  
HK\$0.01 each in the share capital of the above-named Company HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (and any adjournment thereof) of the said Company to be held at 1201-02,  
12/F, Agricultural Bank of China Building, 50 Connaught Road Central, Hong Kong, on Wednesday, 14 December 2022 at 10:00 a.m. (the "Meeting") for the  
purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice of Extraordinary General Meeting and at such Meeting (and at any  
adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below <sup>(Note 4)</sup>.

| ORDINARY RESOLUTIONS <sup>(Note 5)</sup> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|
| 1.                                       | (a) To consider and approve the New Commercial Property Operational Services Framework Agreement (as defined in the circular of the Company dated 28 November 2022 (the "Circular")) and the transactions contemplated thereunder (including the proposed annual caps); and<br><br>(b) the directors of the Company (the "Directors") be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the New Commercial Property Operational Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps). |                         |                             |
| 2.                                       | (a) To consider and approve the New Tenant Management Services Framework Agreement (as defined in the Circular) and the transactions contemplated thereunder (including the proposed annual caps); and<br><br>(b) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the New Tenant Management Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps).                                                                                                                     |                         |                             |
| 3.                                       | (a) To consider and approve the New Sublease Framework Agreement (as defined in the Circular) and the transactions contemplated thereunder (including the proposed annual caps); and<br><br>(b) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the New Sublease Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps).                                                                                                                                                         |                         |                             |
| SPECIAL RESOLUTION <sup>(Note 5)</sup>   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
| 4.                                       | To approve and adopt the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signed <sup>(Note 7)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED 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 complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
- The description of the Resolution is by way of summary only. The full text appears in the notice of the Extraordinary General Meeting.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- 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 seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holdings.
- On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting and any adjournment thereof (as the case may be) if you so wish and in such event, the form of proxy shall be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.