

中國寶沙發展控股有限公司
China Bozza Development Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Provisional Liquidators Appointed)
(For Restructuring Purpose)
(Stock code: 1069)

**Form of proxy for use by shareholders at the Extraordinary General Meeting of the Company (“EGM”)
to be held at 11:00 a.m., on Monday, 27 March 2023 and any adjournment thereof**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.002 each in the capital of
China Bozza Development Holdings Limited (the “Company”) hereby appoint the chairman of the EGM, or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at 22/F, World Wide House, 19 Des Voeux Road Central, Central,
Hong Kong at 11:00 a.m., on Monday, 27 March 2023 and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions
set out in the notice convening the EGM (the “Notice”) as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any
other business that may properly come before the EGM and/or any adjournment thereof.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 3 March 2023 and
the Notice.

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve, confirm and ratify the Restructuring Framework Agreement involving (i) the Capital Reorganisation and the Change in Board Lot Size; (ii) the Subscription; (iii) the Creditors’ Scheme involving (a) the Creditors’ Scheme Cash Consideration; (b) the Scheme Shares Issue; and (c) the Promissory Notes Issue; (iv) the Whitewash Waiver; and (v) the Special Deals and the transactions contemplated thereunder, and the execution and the performance thereunder by the Company.		
2.	To consider and approve the Share Consolidation.		
SPECIAL RESOLUTION ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
3.	To consider and approve the Capital Reduction.		
ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
4.	To consider and approve the Authorised Share Capital Diminution, the Authorised Share Capital Increase and the Share Premium Cancellation.		
5.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder, the execution and performance thereunder by the Company, and to consider and approve the granting of the specific mandate to the Directors to issue and allot the Subscription Shares subject to and in accordance with the terms and conditions of the Subscription Agreement.		
6.	To approve, confirm and ratify the Creditors’ Scheme involving the Creditors’ Scheme Cash Consideration, the Scheme Shares Issue, the Promissory Notes Issue and the transactions contemplated thereunder, and to consider and approve the granting of the specific mandate to the Directors to issue and allot the Scheme Shares subject to and in accordance with the terms and conditions of the Creditors’ Scheme.		
SPECIAL RESOLUTION ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
7.	To approve, confirm and ratify the Whitewash Waiver and the transactions contemplated thereunder.		
ORDINARY RESOLUTION ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
8.	To approve, confirm and ratify the Special Deals.		

Dated _____ day of _____ 2023

Signature ^(Note 6) _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the EGM is preferred, please strike out "the chairman of the EGM, 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(S) WHO SIGN(S) IT.**
4. The description of the resolutions is by way of summary only. The full text appears in the notice of the EGM.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM and/or at any adjournment thereof other than those referred to in the notice convening the EGM.
6. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
7. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
8. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM, excluding Saturdays, Sundays and public holidays in Hong Kong (i.e. 11:00 a.m. on Thursday, 23 March 2023), or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the EGM or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the EGM convened and in such event, this form of proxy shall be deemed to be revoked.
10. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. The notice of the EGM is set out in the Company's circular dated 3 March 2023.