

Superland Group Holdings Limited

德合集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 368)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____ (name)
of _____ (address)
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each in the share capital of Superland Group Holdings Limited (the “Company”), HEREBY APPOINT ^(note 3) _____ (name)
of _____ (address)
or the chairman of the annual general meeting (the “AGM”) to act as my/our proxy/proxies at the AGM (or at any adjournment thereof) to be held at Room D, The LU+, 3/F, Lu Plaza, 2 Wing Yip Street, Kwun Tong on Monday, 19 June 2023 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

Ordinary Resolutions ^(note 4)		For ^(note 5)	Against ^(note 5)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor of the Company and its subsidiaries for the year ended 31 December 2022		
2.	(a) To re-elect Mr. Chan Ming Yim as a non-executive Director		
	(b) To re-elect Prof. Chau Kwong Wing as an independent non-executive Director		
	(c) To authorise the board (the “Board”) of Directors to fix the Directors’ remuneration		
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration		
4.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional ordinary share(s) of HK\$0.01 each in the share capital of the Company (the “Shares”) not exceeding 20% of the total number of the Shares in issue as at the date of this resolution		
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing of this resolution		
6.	To extend the general mandate granted to the Directors under resolution (4) above to allot and issue the Shares by the number of Shares repurchased by the Company under the mandate referred to in resolution (5) above		
Special Resolution ^(note 4)		For ^(note 5)	Against ^(note 5)
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the amended memorandum and articles of association of the Company		

Signature ^(note 6) _____

Dated this day _____ of _____ 2023

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 registered in your name(s).
- Please insert the name of the proxy desired. If no name is inserted, the chairman of the AGM will act as your proxy. Any alteration made to this form of proxy must be initiated by the person(s) who signs.
- The descriptions of the above resolutions are by way of summary only. The full text appears in the relevant notice of AGM.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will be entitled to cast your vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorised to execute the same.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM, either personally or by proxy, that one of such joint registered holders so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holder(s).
- In order to be valid, you are requested to lodge this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “Share Registrar”), not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 11:00 a.m. on Saturday, 17 June 2023) or the adjourned AGM.
- For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 14 June 2023 to Monday, 19 June 2023, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:30 p.m. on Tuesday, 13 June 2023.
- A proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the AGM or the adjourned AGM if you so wish. In the event that you attend the AGM or the adjourned AGM, this form of proxy will be deemed to be revoked.
- If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at or at any time on or after 9:00 a.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.superland-group.com and to notify the shareholders of the date, time and place of the adjourned meeting. The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. The shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

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 AGM 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 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 to Tricor Investor Services Limited at the aforesaid address.