

SUN ART

Retail Group Limited

SUN ART RETAIL GROUP LIMITED

高鑫零售有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 06808)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 26 MARCH 2024 AT 11:15 A.M.

I/We^(Note 2) _____ of _____ being the registered holder(s) of _____ shares in the issued share capital of Sun Art Retail Group Limited 高鑫零售有限公司 (the "Company") hereby appoint the Chairman of the meeting^(Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at 24/F., Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 26 March 2024 at 11:15 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<p>"THAT</p> <p>(a) the form and substance of the 2024 Delivery Services Master Purchase Agreements dated 25 January 2024 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;</p> <p>(b) the proposed annual caps for the transactions contemplated under the category of purchase of delivery and warehouse-related services by the Group from the Alibaba Affiliates for the years ending 31 March 2025, 31 March 2026 and 31 March 2027 be and are hereby approved, confirmed and ratified;</p> <p>(c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above."</p>		
2.	<p>"THAT</p> <p>(a) the form and substance of the 2024 Joint Marketing Services Master Supply Agreement dated 25 January 2024 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;</p> <p>(b) the proposed annual caps for the transactions contemplated under the category of supply of marketing-related services by the Group from the Alibaba Affiliates for the years ending 31 March 2025, 31 March 2026 and 31 March 2027 be and are hereby approved, confirmed and ratified;</p> <p>(c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above."</p>		
3.	<p>"THAT</p> <p>(a) the form and substance of the 2024 Platform Services Master Purchase Agreements dated 25 January 2024 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;</p> <p>(b) the proposed annual caps for the transactions contemplated under the category of purchase of platform-related services by the Group from the Alibaba Affiliates for the years ending 31 March 2025, 31 March 2026 and 31 March 2027 be and are hereby approved, confirmed and ratified;</p> <p>(c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above."</p>		

Date: _____ 2024

Signature(s)^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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 order 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, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 11:15 a.m. on Sunday, 24 March 2024 (Hong Kong time) or the adjourned meeting (as the case may be)).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- 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 EGM 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 by mail to the Company.