



Star Properties Group (Cayman Islands) Limited

星星地產集團(開曼群島)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1560)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at 10:00 a.m. on 17 April 2020 (Friday) at 11/F, TG Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong (or any adjournment thereof)

I/We ^(Note 1) _____
of _____

being the registered holder(s) of _____ ^(Note 2) shares of HK\$0.01 each of Star Properties Group (Cayman Islands) Limited (“Company”) hereby appoint the Chairman of the extraordinary general meeting (“Meeting”) of the Company or _____
of _____

to act as my/our proxy ^(note 3) at the Meeting to be held at 10:00 a.m. on 17 April 2020 (Friday) at 11/F, TG Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong and at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of Annual General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS ^(note 4)		FOR	AGAINST
1.	<p>(a) to approve, confirm and ratify, subject to the fulfillment of the terms and conditions set out in the sale and purchase agreement dated 24 January 2020 (the “Acquisition Agreement”, a copy of which has been produced to the Meeting and signed by the chairman of the Meeting (the “Chairman”) for identification purpose) entered into between the Company and Metropolitan Lifestyle (BVI) Limited (“Vendor”) in relation to the proposed acquisition (the “Acquisition”) of the entire issued share capital of Metropolitan Group (BVI) Limited and all obligations, liabilities and debts owing or incurred by the Target Group (as defined in the circular of the Company dated 27 March 2020 (“Circular”)) to the Vendor on or at any time prior to completion by the Company from the Vendor, at the aggregate consideration of HK\$420,000,000, which shall be satisfied by part payment in cash and the allotment and issue of Convertible Bonds (as defined below), the Acquisition Agreement and the transactions contemplated thereunder;</p> <p>(b) to approve the issuance of the 3% coupon perpetual convertible bonds in the aggregate principal amount of HK\$378,000,000 (the “Convertible Bonds”) by the Company pursuant to the terms of the Acquisition Agreement;</p> <p>(c) to approve the allotment and issue of new ordinary shares of the Company to holder(s) of the Convertible Bonds upon the exercise of the conversion rights attaching to the Convertible Bonds (the “Conversion Shares”), and to grant a specific mandate to the directors of the Company to allot and issue the Conversion Shares accordingly; and</p> <p>(d) to authorise any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary to do all such acts and things, to sign and execute all such documents, instruments or agreements (and to affix the common seal of the Company thereon, if necessary) for and on behalf of the Company as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Bonds to the Vendor and/or its nominee(s), and the allotment and issue of the Conversion Shares and the Consideration Shares to the Vendor and/or its nominee(s).</p>		

* The full text of the resolutions is set out in the notice of the Meeting dated 27 March 2020.

Dated _____

Shareholder’s signature _____ ^(note 5, 6, 7, 8 and 9)

Notes:

- Full name(s) and address are to be inserted in CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided. A shareholder who is the holder of two or more shares may appoint more than one proxy. ALTERATION MADE TO THIS FORM SHOULD BE INITIALED BY THE PERSON WHO SIGNS THE FORM.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the above resolution, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote individually on a show of hands.
- The instrument appointing a 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 seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally 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 any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.