



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 3:00 p.m. on 26 January 2021 (Tuesday) at 11/F, TG Place, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong (or any adjournment thereof)

I/We (Note 1) _____ 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 _____ (Note 3) at the Meeting to be held at 3:00 p.m. on 26 January 2021 (Tuesday) 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 Extraordinary General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS (Note 4)		FOR	AGAINST
1.	"THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of and permission to deal in the shares of the Company to be allotted and issued upon the exercise of share options granted under the Refreshed Limit (as defined below) under the share option scheme adopted by the Company on 27 June 2016 (the "Share Option Scheme"), the existing limit in respect of the granting of share options (the "Share Options") to subscribe for shares of the Company (the "Share(s)") under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be allotted and issued upon exercise of the Share Options granted under the Share Option Scheme and any other share option schemes of the Company (excluding Share Options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution (the "Refreshed Limit") and that the directors of the Company be and are hereby authorised to grant Share Options under the Share Option Scheme up to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with Shares of the Company pursuant to the exercise of such Share Options."		
2.	"THAT the grant of Share Options to Mr. Chan Man Fai Joe under the Share Option Scheme to subscribe for 10,000,000 Shares at the exercise price of HK\$0.41 per Share and on the terms and conditions set out in the circular of the Company dated 8 January 2021 be and is hereby approved and that the directors of the Company be and are hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing."		

* The full text of the resolutions is set out in the notice of the Meeting dated 8 January 2021.

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 extraordinary 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 INITIALLED BY THE PERSON WHO SIGNS THE FORM.
- If you wish to vote for the resolutions set out above, please tick (✓) the box marked "For". If you wish to vote against the above resolutions, 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 resolutions. A proxy will also be entitled to vote at his discretion on any resolutions 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.



Star Properties Group (Cayman Islands) Limited

星星地產集團（開曼群島）有限公司

(於開曼群島註冊成立的有限公司)

(股份代號: 1560)

代表委任表格

於二零二一年一月廿六日下午三時正假座香港九龍觀塘成業街10號電訊一代廣場11樓召開股東特別大會（或其任何續會）股東適用之代表委任表格

本人／吾等 ^(附註1) _____

地址為 _____

為星星地產集團（開曼群島）有限公司（「本公司」）每股面值0.01港元股份共 ^(附註2) _____ 股之

登記持有人，茲委任本公司股東特別大會（「大會」）主席或 _____

地址為 _____

為本人／吾等之代表 ^(附註3)，出席本公司於二零二一年一月廿六日下午三時正假座香港九龍觀塘成業街10號電訊一代廣場11樓舉行之大會（或其任何續會），並代表本人／吾等就如下所示股東特別大會通告所指決議案（不論有否修訂）投票：

	普通決議案 ^(附註4)	贊成	反對
1.	「動議待香港聯合交易所有限公司上市委員會批准因根據本公司於二零一六年六月二十七日採納之購股權計劃（「購股權計劃」）項下的更新限額（定義見下文）授出之購股權獲行使而將予配發及發行之本公司股份上市及買賣後及以此為條件下，謹此更新根據購股權計劃授出購股權（「購股權」）以認購本公司股份（「股份」）之現行限額，惟因根據購股權計劃及本公司任何其他購股權計劃授出之購股權（先前根據購股權計劃授出、尚未行使、註銷、失效或行使之購股權除外）獲行使而可予配發及發行之股份總數不得超過於本決議案通過當日已發行股份總數之10%（「更新限額」），並授權本公司董事根據購股權計劃授出不超過更新限額之購股權及於有關購股權獲行使時行使本公司之一切權力以配發、發行及處理本公司股份。」		
2.	「動議謹此批准根據購股權計劃按行使價每股0.41港元及按本公司日期為二零二一年一月八日之通函所載條款及條件，向陳文輝先生授出購股權以認購10,000,000股股份，及授權本公司董事作出可能屬必要或適當的一切有關行動及／或簽立一切有關文件以落實上述事項。」		

* 有關決議案之全文載於日期為二零二一年一月八日之大會通告。

日期 _____ 股東簽署 _____ ^(附註5、6、7、8及9)

附註：

- 用正楷填上姓名及地址。必須註明所有聯名登記持有人姓名。
- 填上登記於閣下名下之股份數目。倘未有填上股份數目，則本代表委任表格將被視為與所有登記於閣下名下之本公司股本中股份有關。
- 委派代表毋須為本公司股東。倘閣下願意委派大會主席以外之其他人士為閣下之代表，請將「本公司股東特別大會（「大會」）主席或」字樣刪去，並在空欄內填上獲委派為閣下代表之人士之姓名及地址。持有兩股或以上股份之股東可委派超過一名代表。代表委任表格之每項更改，均須由簽署人簡簽示可。
- 閣下如欲投票贊成上文所載決議案，請在「贊成」欄內填上 號。閣下如欲投票反對上述決議案，請在「反對」欄內填上 號。倘交回之表格已簽署惟就提呈之決議案並無作任何指示，受委代表可就決議案酌情投票或棄權。受委代表亦有權酌情對召開大會之通告所載以外，並於大會上適當提出之任何決議案投票。
- 有權出席本公司大會或本公司任何類別股份之持有人大會並於會上投票之本公司股東，均有權委任另一名人士作為其代表出席大會並於會上投票。投票可以個人或正式授權公司代表或受委代表進行。持有兩股或以上股份之股東可委任多於一名代表以代表其出席相同大會。代表毋須為股東。此外，代表個人或公司之受委代表將有權行使其代表之股東可行使之相同權力，包括以舉手方式個別投票之權力。
- 代表委任文據須由委任人或獲委任人以書面正式授權之授權人親筆簽署，如委任人為公司，則須加蓋公司印鑑或由公司負責人或獲正式授權之授權人親筆簽署。
- 代表委任文據連同已簽署之授權書或其他授權文件（如有），或由公證人簽署證明之授權書或授權文件副本，最遲須於本文據所指定人士欲投票之大會或任何續會或投票（視情況而定）之指定舉行時間48小時前交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心54樓，方為有效。未能交回之代表委任文據則被視為無效。
- 交回代表委任文據後，股東仍可親身出席大會並於會上投票或以點票方式表決，屆時代表委任文據將被視為已撤銷論。
- 倘為任何股份之聯名登記持有人，則任何一位該等聯名持有人均可就有關股份親自或委派代表於任何大會上投票（猶如彼等有權單獨就該等股份投票）。惟若有多於一位該等聯名持有人親自或委派代表出席任何大會，則就此而言，在股東名冊內排名首位之上述其中一名聯名持有人將有權投票。