



SINO PROSPER (GROUP) HOLDINGS LIMITED

中盈(集團)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

SECOND FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 17 APRIL 2018

I/We ^(Note a) _____
of _____
being the holder(s) of _____ ^(Note b)
shares of HK\$0.01 each in Sino Prosper (Group) Holdings Limited (the “Company”) hereby appoint the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or _____
of _____
to act as my/our proxy ^(Note c) at the Meeting to be held at Room 802, 8/F, Lippo Centre, Tower 2, 89 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Tuesday, 17 April 2018 and at any adjournment thereof and to vote on my/our behalf as directed below, or if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast on a poll ^(Note d).

	ORDINARY RESOLUTIONS*	FOR	AGAINST
1.	To approve the connected transaction in relation to redemption of convertible bonds by way of issuance of convertible preference shares.		
2.	To re-elect Mr. Miao Yanan as director of the Company.		

Date: _____ Shareholder's signature ^(Notes e, f, g, h and i): _____

Notes:

- Full name(s) and address(es) are 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). If no number is inserted, this form of proxy will be deemed to be related to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please cross out the words “the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a Shareholder, or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer agent, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

* The full text of the resolutions are set out in the notice of the Meeting dated 7 March 2018 and the supplemental notice of the Meeting dated 28 March 2018.

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 Meeting (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 authorized 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/Tricor Secretaries Services Limited at the above address.