



# LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

## 陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

### Form of Proxy for the Extraordinary General Meeting (“EGM”) to be held on Friday, 30 June 2023

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of par value HK\$0.01 each in the capital of LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED (the “Company”) hereby appoint<sup>3</sup> the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, 30 June 2023 at 11:00 a.m. (Hong Kong time) at Shop 601, 6th Floor, Citygate, 20 Tat Tung Road, Tung Chung, Lantau, Hong Kong or at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	<p>“<b>THAT</b> subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 28 April 2023, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited:</p> <p>(a) every ten (10) issued and unissued shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of par value HK\$0.1 (each a “Consolidated Share”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “Share Consolidation”);</p> <p>(b) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 10,000,000,000 shares of par value HK\$0.01 each in the share capital of the Company to HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares of par value HK\$0.1 each;</p> <p>(c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “Directors”) of the Company may think fit; and</p> <p>(d) any one Director be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement this resolution.”</p>		
2.	<p>“<b>THAT</b> conditional upon the passing of resolutions numbered 1 as set out above and subject to the conditions set out in the letter from the board under the heading “Conditions of the Rights Issue” in the circular of the Company dated 28 April 2023:</p> <p>(a) the allotment and issue of up to 274,128,000 new Consolidated Shares, credited as fully paid upon full payment of the Subscription Price (the “Rights Shares”), (assuming no change in the number of Consolidated Shares in issue on or before the Record Date (as defined below) and that no new Consolidated Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) pursuant to an offer by way of rights to the shareholders of the Company (the “Shareholders”) at the subscription price of HK\$0.160 per Rights Share (the “Subscription Price”), in cash, on the basis of one (1) Rights Shares for every one (1) Consolidated Share held by the Shareholders (the “Qualifying Shareholders”) whose names appear on the register of members of the Company on 6 July 2023, or such other date as may be determined by the Company for determining entitlements of Shareholders to participate in the Rights Issue (as defined below) (the “Record Date”), as described in further details in a circular issued by the Company dated 28 April 2023 (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the “Non-Qualifying Shareholders”), and on and subject to such terms and conditions as may be determined by the Directors (the “Rights Issue”), be and is hereby approved, confirmed and ratified;</p>		

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
2.	<p>(b) the underwriting agreement dated 6 April 2023 (the “Underwriting Agreement”) and entered into between the Company and Sanston Financial Group Limited (a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification), in relation to the underwriting of up to 274,128,000 Rights Shares, being the minimum total number of Rights Shares issuable (assuming no Shares being issued or repurchased by the Company on or after the date of the Underwriting Agreement and on or before the Record Date), or up to 276,623,000 Rights Shares, being the maximum total number of Rights Shares issuable (assuming new Shares are allotted and issued on or before the Record Date pursuant to the full exercise of outstanding Share Options but otherwise no Shares being issued or repurchased by the Company on or after the date of the Underwriting Agreement and on or before the Record Date), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(c) the placing agreement dated 6 April 2023 (the “Placing Agreement”) and entered into between the Company and Sanston Financial Group Limited (a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification), in relation to the placing of the Rights Shares not subscribed by the Qualifying Shareholders and/or the Rights Shares which would otherwise has/have been provisionally allotted to the Excluded Shareholder(s) in nil-paid form that has/have not been sold by the Company at the placing price of not less than the Subscription Price on a best effort basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(d) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Non-Qualifying Shareholders, and to do all such acts and things or make such arrangements as it considers necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and</p> <p>(e) any one or more Directors be and is/are hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue, the Underwriting Agreement, the Placing Agreement and the transactions contemplated thereunder.”</p>		
SPECIAL RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
3.	<p>As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:</p> <p>“<b>THAT, AS A SPECIAL RESOLUTION</b>, the proposed amendments to the existing second amended and restated articles of association of the Company set out in Appendix III to the circular of the Company dated 28 April 2023 (the “Proposed Amendments”) of which this notice forms part be and are hereby approved and that the third amended and restated memorandum and articles of association of the Company which incorporate all the Proposed Amendments be and is hereby adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company with effect from the effective date of the Share Consolidation, and that any one Director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption and arrange for the requisite filing of the third amended and restated articles of association and any special resolution passed in the Cayman Islands and Hong Kong.”</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature(s)<sup>6</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 notarially certified copy of such power or authority, must be deposited 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 not less than 48 hours (i.e. 11:00 a.m. on 28 June 2023) before the time appointed for holding the meeting.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. Where there are joint registered holders of any share, any one of such persons may vote at the 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 is present at the meeting, personally or by proxy, then 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.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if you so wish.
10. The full descriptions of the resolutions proposed to be considered and approved at the Extraordinary General Meeting are set out in the notice convening such meeting dated 9 June 2023, which is also available at the Company’s website at [www.lukhing.com](http://www.lukhing.com).

**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 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 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 Investor Services Limited at the above address.