



# Alpha Professional Holdings Limited

阿爾法企業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 948)

## Form of Proxy for the Special General Meeting to be held on 3 January 2020

I/We <sup>(Note 1)</sup>(name) \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of US\$0.16 each in the issued share capital of Alpha Professional Holdings Limited (the “Company”), hereby appoint <sup>(Note 3)</sup> THE CHAIRMAN OF THE MEETING or (name) \_\_\_\_\_

of (address) \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the special general meeting of the Company (the “SGM”) to be held at Meeting Room 1, Ucommune, 11/F, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Friday, 3 January 2020 at 11:00 a.m. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the SGM (“Notice”) and to vote for me/us in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
a.	To approve, ratify and confirm the entering into of the Agreement and the transactions contemplated thereunder;		
b.	To approve the Share Buy-backs as contemplated under the Agreement; and		
c.	To approve, ratify and confirm the director(s)’s signing, executing, perfecting, delivering to, implementing and/or completing all matters in connection with the Agreement (including but not limited to the Unwinding and the Share Buy-backs).		

Date: \_\_\_\_\_ 2019 Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) 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 relate to all the shares in the Company registered in your name(s).
- 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 SGM, who is the holder of two or more shares, may appoint one proxy or more than one proxy to attend and vote instead of him/her provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- 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 SGM other than those referred to in the notice of SGM.
- 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.**
- On a poll every shareholder of the Company present in person or by proxy or, in case of a shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid share of which he/she is the holder.
- 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.
- For full text of the above resolution, please refer to the Notice. Capitalised terms used herein shall have the same meanings as those defined in the Notice.

### 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 SGM (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 to Tricor Investor Services Limited at the above address.

\* For identification purpose only