



# CONVENIENCE RETAIL ASIA LIMITED

## 利亞零售有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 00831)

### PROXY FORM

**Form of proxy for use at the Extraordinary General Meeting to be held on Monday, 7 December 2020 at 11:00 a.m.**

I/We,<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of  
the above-named Company (the "Company"), hereby appoint<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the Meeting 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 at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Monday, 7 December 2020 at 11:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

Full text of the following resolutions are set out in the notice convening the Extraordinary General Meeting of the Company dated 20 November 2020 which have also been incorporated in the circular of the Company dated 20 November 2020 (the "Circular"). Unless otherwise stated, capitalised terms used in this proxy form shall have the same meanings as those defined in the Circular.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder and the implementation thereof and to authorise any Director, or if affixation of the common seal of the Company is necessary, any two Directors, to execute for and on behalf of the Company all such documents and agreements and do all such acts and things as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Sale and Purchase Agreement or any of the transactions contemplated thereunder and all matters incidental thereto or in connection therewith.		
2	Subject to the satisfaction of the conditions to the payment of the proposed Special Cash Dividend out of the distributable reserves and the share premium account of the Company, to authorise the Directors to pay the Special Cash Dividend to all the Shareholders whose names appear on the register of members of the Company on the Record Date and to authorise any Director, or if affixation of the common seal of the Company is necessary, any two Directors, to execute for and on behalf of the Company all such documents and agreements and do all such acts and things as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the payment of the Special Cash Dividend.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature<sup>5</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 Company registered in your name(s).
- (3) 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 ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- (4) Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolutions or will abstain, at his/her discretion.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the 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 the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- (7) 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 shall be deposited with the Company's Hong Kong branch share registrar, Tricor Abacus 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 Meeting or any adjourned Meeting. This form of proxy must not be deposited using electronic means.
- (8) The Chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every shareholder present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on the websites of the Company at [www.cr-asia.com](http://www.cr-asia.com) and HKExnews at [www.hkexnews.hk](http://www.hkexnews.hk) following the Meeting.
- (9) Please refer to the Notice of Extraordinary General Meeting of the Company dated 20 November 2020 for the arrangements for coronavirus disease COVID-19 and bad weather.