



HONG KONG CHAOSHANG GROUP LIMITED

香港潮商集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 28 SEPTEMBER 2023

I/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares² of HKS0.02 each in the share capital
of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRLADY OF THE MEETING³** or _____
_____ (name)
of _____ (address)
as my/our proxy to vote and act for me/us at the annual general meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai Hong Kong on Thursday, 28 September 2023 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice and supplemental notice (collectively, the "Notices") convening the Meeting and at the Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as indicated below:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Ms. Zheng Juhua as executive director of the Company;		
	(b) To re-elect Mr. Yu Pak Yan, Peter as independent non-executive director of the Company;		
	(c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company; and		
	(d) To appoint Ms. Wong Chi Yan as independent non-executive director of the Company.		
3.	To re-appoint Lau & Au Yeung C.P.A Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the total number of the existing issued shares.		
5.	To give a general mandate to the directors of the Company to allot, issue and deal with additional Shares of the Company not exceeding 20% of the existing issued shares.		
6.	To extend the general mandate granted to the directors of the Company to allot and issue additional shares of the Company by the number of shares repurchased.		
7.	To consider and approve the adoption of the New Share Option Scheme (as defined in the Notices).		
8.	To consider and approve the adoption of the sublimit on the total number of shares (the "Shares") of the Company that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company of 1% of the total number of Shares in issue on the date of approval of the New Share Option Scheme.		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
9.	To approve the Proposed Amendments (as defined in the Notices) to the existing bye-laws of the Company and the adoption of the Amended and Restated Bye-laws (as defined in the Notices) incorporating and consolidating the Proposed Amendments.		

Dated this _____ day of _____ 2023

Signed⁵: _____

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 chairlady of the Meeting is preferred, strike out "THE CHAIRLADY OF THE MEETING" or "here inserted 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 WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any of the boxes will entitle your proxy to cast his votes 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.
- 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 executed under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders of a share, 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 holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (the "Closing Time").
- The proxy need not be a member 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 Meeting if you so wish.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 5 September 2023 (the "First Proxy Form") with the Company's Hong Kong branch share registrar, you are requested to lodge this second form of proxy if you wish to appoint proxy(ies) to attend and vote at the Annual General Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.
- If you have already lodged the First Proxy Form with the Company's Hong Kong branch share registrar, please take note of the following:
 - subject to (iii) below, if this second form of proxy is not lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by you if correctly completed and signed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed appointment of Ms. Wong Chi Yan as an independent non-executive Director as set out in the supplemental notice of the Meeting, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - if this second form of proxy is lodged with the Company's Hong Kong branch share registrar before the Closing Time, this second form of proxy, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by you. This second form of proxy will be treated as a valid form of proxy lodged by you;
 - if this second form of proxy is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this second form of proxy will be invalid. The proxy so appointed by you under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if this second form of proxy was not lodged with the Company's Hong Kong branch share registrar.
- All resolutions set out in the notice and supplemental notice convening the Meeting will be decided by poll at the Meeting in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- The complete version of the resolutions and further details in relation thereto are set out in the circular and the notice of the Meeting of the Company both dated 5 September 2023, and the supplemental circular and the supplemental notice of the Meeting of the Company both dated 13 September 2023, copies of which may be found on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.chaoshang.hk.
- 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 Tengis Limited at the above address.