



LION ROCK GROUP LIMITED

獅子山集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1127)

**Form of Proxy for use by shareholders at the annual general meeting
to be convened at 26th Floor, 625 King's Road, North Point, Hong Kong
on Friday, 8 May 2020 at 10:30 a.m. (or any adjournment thereof)**

I/We (note ¹) _____ of _____ being the registered holder(s) of _____ (note ²) shares of HK\$0.01 each in the capital of Lion Rock Group Limited (the "Company") hereby appoint the Chairman of the Meeting or _____ of _____ to act as my/our proxy (note ³) at the annual general meeting (the "Meeting") of the Company to be held at 26th Floor, 625 King's Road, North Point, Hong Kong on Friday, 8 May 2020 at 10:30 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below. Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note ⁴).

	FOR	AGAINST
1. To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2019;		
2. To approve the declaration of a final dividend for the year ended 31 December 2019 of HK4 cents per ordinary share of the Company;		
3. (A) To re-elect directors:		
(i) to re-elect Ms. Lam Mei Lan as executive director;		
(ii) to re-elect Mr. Guo Junsheng as non-executive director;		
(iii) to re-elect Prof. Lee Hau Leung as independent non-executive director;		
(B) To authorise the board of directors to fix the director's remuneration for the year ending 31 December 2020;		
4. To re-appoint BDO Limited as the Company's auditor and authorise the directors to fix their remuneration;		
5. To approve the Distribution in Specie;		
6. To grant a general mandate to the directors of the Company to allot and issue new shares;		
7. To grant a general mandate to the directors of the Company to repurchase the Company's own shares; and		
8. To increase the authorised share capital of the Company.		

Date: _____

Signature: X _____ X (notes 5, 6, 7 and 8)

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 of the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company but must be present in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting 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 boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes 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 discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if in the shareholder is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:30a.m. on Wednesday, 6 May 2020.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.

* for identification purposes only