



MEGA EXPO HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1360)

PROXY FORM

Form of proxy for use by the shareholders of Mega Expo Holdings Limited (the "Company") at the extraordinary general meeting (the "Meeting") to be convened at Room Soho 2, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 9 February 2018 at 11:00 a.m. (or any adjournment thereof).

I/We _____ (note a)

of _____

being the registered holder(s) of _____ (note b) shares of HK\$0.002 each in the capital of the Company

hereby appoint the Chairman of the Meeting, or (note c) _____

of _____

to act as my/our proxy at the Meeting to be held at Room Soho 2, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 9 February 2018 at 11:00 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 d).

ORDINARY RESOLUTIONS*		FOR	AGAINST
1.	<p>(a) To approve, confirm and ratify the conditional sale and purchase agreement (the "Sale and Purchase Agreement") dated 24 November 2017 entered into between the Company and Mr. Liu Jianping (the "Vendor") in relation to the acquisition of the entire issued share capital of Cheer Sino Investment Holdings Limited (as detailed in the circular of the Company dated 19 January 2018 (the "Circular")) and the transactions contemplated thereunder;</p> <p>(b) To authorise the directors of the Company (the "Directors") to issue the convertible notes (the "CNs") in the aggregate principal amount of HK\$168,000,000 convertible into ordinary shares of the Company (the "Conversion Shares"), conditional upon the fulfillment of the conditions set out in the Sale and Purchase Agreement;</p> <p>(c) To grant the Directors a specific mandate to allot and issue such number of Conversion Shares upon exercise of the conversion rights attached to the CNs to the holder of the CNs, conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of and permission to deal in the Conversion Shares; and</p> <p>(d) To authorise the Directors to implement and take all such steps and do all such acts and things and execute all such documents which they consider necessary, desirable or expedient to give effect to the Sale and Purchase Agreement, the CNs and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company and its shareholders (the "Shareholders") as a whole.</p>		
2.	<p>(a) To approve, confirm and ratify the conditional placing agreement (the "Placing Agreement") dated 24 November 2017 entered into between the Company and Kingston Securities Limited in relation to the placing of up to 68,600,000 ordinary shares of the Company (the "Placing Shares") at the placing price of HK\$1.5 per Placing Share on a best effort basis (as detailed in the Circular) and the transaction contemplated thereunder;</p> <p>(b) To authorise the Directors to issue the Placing Shares in accordance with the terms and conditions of the Placing Agreement, conditional upon the fulfillment of the conditions set out in the Placing Agreement;</p> <p>(c) To grant the Directors a specific mandate to allot and issue the Placing Shares in accordance with the terms and conditions of the Placing Agreement, conditional upon the listing committee of the Stock Exchange granting the listing of and permission to deal in the Placing Shares; and</p> <p>(d) To authorise the Directors to implement and take all such steps and do all such acts and things and execute all such documents which they consider necessary, desirable or expedient to give effect to the Placing Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company and the Shareholders as a whole.</p>		

* The full text of the ordinary resolutions are set out in the Circular containing the notice convening the Meeting.

Dated this _____ day of _____ 2018

Shareholder's signature _____ (notes c, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b 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).
- c A proxy need not be a member of the Company but must attend the Meeting 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" and insert the name and address of the person appointed proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- d **IMPORTANT:** 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 this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her 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/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g 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 Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting.

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.