



澳門博彩控股有限公司 SJM HOLDINGS LIMITED

incorporated in Hong Kong with limited liability Stock Code : 880

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We, being the registered holder(s) of SJM Holdings Limited (the “Company”), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, Mr. Fok Tsun Ting, Timothy or failing him, Dr. So Shu Fai ^(Note 1) to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 22 June 2022 at 10:30 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

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|--|--|-------------------------------|--|
| Registered Holder(s) (Complete in BLOCK CAPITALS . The names of all joint holders should be stated.) | | | |
| Registered Name | | | |
| Registered Address | | | |
| Certificate No. ^(Note 8) | | Signature ^(Note 4) | |
| Registered Holding ^(Note 2) | | | |
| Date | | | |

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|--|--|-----------------------------------|--|
| Proxy ^(Note 1) (Complete in BLOCK CAPITALS .) | | | |
| Full Name | | No. of Shares ^(Note 3) | |
| Full Address | | | |

| | ORDINARY RESOLUTION | FOR ^(Note 5) | AGAINST ^(Note 5) |
|-----|--|--------------------------------|------------------------------------|
| (a) | To approve, confirm and ratify the transfer agreement (the “ Transfer Agreement ”, a copy of which is produced to the meeting marked “ A ” and initialled by the chairman of this meeting for the purpose of identification) dated 26 May 2022 entered into among Harbour Tide Limited (“ Purchaser ”), Champion Power Global Limited (“ Issuer ”), Jai-Alai Shopping Centre Company Limited (“ Seller ”), the Company and Sociedade de Turismo e Diversões de Macau, S.A. (“ STDM ”) in relation to the acquisition of a portion of the property Casino Oceanus (“ Oceanus Building ”), located at Travessa do Reservatório no. 33 to 95, Rua do Terminal Marítimo no. 24 to 78, at Avenida do Dr. Rodrigo Rodrigues no. 1470 to 1526, Macau, by the Purchaser from the Seller and the disposal by the Seller of the remaining portion of Oceanus Building (collectively, the “ Transfer ”) and the transactions contemplated thereunder; | | |
| (b) | To approve the issue of the convertible bond by the Issuer to STDM (the “ Convertible Bond ”) in accordance with the terms and conditions set out in the Transfer Agreement as the consideration for the Transfer; | | |
| (c) | To approve, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the new shares (the “ Conversion Shares ”) to be allotted and issued by the Company to STDM upon the exercise of the conversion rights attaching to the Convertible Bond in accordance with the terms and conditions of the Convertible Bond, the grant of a specific mandate to the directors of the Company with the power and authority to allot and issue the Conversion Shares; and | | |
| (d) | To authorise any one director of the Company to do all such further things and acts and execute all such further documents and take all such steps which he/she considers necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Transfer Agreement, the Convertible Bond and/or the Conversion Shares. | | |

Notes:

- If any proxy other than Mr. Fok Tsun Ting, Timothy or failing him, Dr. So Shu Fai is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the above meeting of the Company is entitled to appoint one or more proxies (excluding those shareholders holding only one share) to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a shareholder of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. Failure to tick (✓) either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at registered office of the Company at 18th Floor, China Merchants Tower, Shun Tak Centre, Nos. 168 – 200 Connaught Road Central, Hong Kong or delivered by email to comsec@sjmholdings.com, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof (excluding public holiday in Hong Kong). The deadline for submission of form of proxy for the above meeting is Monday, 20 June 2022 at 10:30 a.m.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.