



SCUD GROUP LIMITED

飛毛腿集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01399)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 17 JUNE 2019

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares (the “Shares”) of HK\$0.10 each in the capital of SCUD Group Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3),
or _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 2:30 p.m. on Monday, 17 June 2019 at Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wan Chai, Hong Kong (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
No. 1	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31 December 2018.		
No. 2	To re-elect Ms. Lian Xiu Qin as an executive Director.		
No. 3	To re-elect Mr. Feng Ming Zhu as an executive Director.		
No. 4	To re-elect Dr. Ho Chung Tai Raymond as a non-executive Director.		
No. 5	To re-elect Mr. Hou Li as a non-executive Director.		
No. 6	To re-elect Mr. Heng Ja Wei Victor as an independent non-executive Director.		
No. 7	To re-elect Mr. Lam Yau Yiu as an independent non-executive Director.		
No. 8	To re-elect Dr. Wong Chi Wing as an independent non-executive Director.		
No. 9	To authorise the board of Directors (the “Board”) to approve and confirm the terms of appointment (including remuneration) for Ms. Lian Xiu Qin.		
No. 10	To authorise the Board to approve and confirm the terms of appointment (including remuneration) for Mr. Feng Ming Zhu.		
No. 11	To authorise the Board to approve and confirm the terms of appointment (including remuneration) for Dr. Ho Chung Tai Raymond.		
No. 12	To authorise the Board to approve and confirm the terms of appointment (including remuneration) for Mr. Hou Li.		
No. 13	To authorise the Board to approve and confirm the terms of appointment (including remuneration) for Mr. Heng Ja Wei Victor.		
No. 14	To authorise the Board to approve and confirm the terms of appointment (including remuneration) for Mr. Lam Yau Yiu.		
No. 15	To authorise the Board to approve and confirm the terms of appointment (including remuneration) for Dr. Wong Chi Wing.		
No. 16	To re-appoint BDO Limited as auditor and authorise the Board to fix their remuneration.		
No. 17	To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued Shares.		
No. 18	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the issued Shares.		

* For identification purpose only

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
No. 19	To extend the general mandate granted to the Directors to allot, issue and deal with new Shares by an amount not exceeding the amount of the Shares repurchased by the Company.		
No. 20	To approve and adopt a new share option scheme.		

Signature(s) *(Note 5)* _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING, or" 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 WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. The instrument appointing a proxy and (if required by the Board of directors of the Company) the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
8. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Where there are joint holders of any Share, any one of such joint holders may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.