

Cocoon Holdings Limited

中國天弓控股有限公司

(formerly known as Huga China Holdings Limited 匯嘉中國控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 428)

Proxy Form for use at the Extraordinary General Meeting to be held on Monday, 11th March 2019

I/We (note 1) _____

of _____

being the registered holder(s) of _____ shares (note 2) of HK\$1.00 each in the capital of **Cocoon Holdings Limited** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or (note 3) _____ of _____

as my/our proxy to attend the Extraordinary General Meeting of the Company to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 11th March 2019 at 10:00 a.m. (and at any adjournment thereof) in respect of the resolution set out in the notice convening the said meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Special Resolutions	For (note 4)	Against (note 4)
To approve, confirm and ratify the Change of Domicile and the Adoption of the Memorandum of Continuance and the New Bye-laws.		
To approve, confirm and ratify the Capital Reorganisation.		

Dated the _____ day of _____ 2019 Shareholder’s Signature (note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$1.00 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman 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 ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. The full text of the resolutions are set out in the notice of the Meeting in the circular of the Company dated 4 February 2019 (the “Circular”). Unless otherwise stated, capitalized terms used in the Circular have the same meanings when used in this form of proxy.
8. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited with the Branch Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the Meeting or any adjournment thereof. Please note that 9 March 2019 is not a working day in Hong Kong and Computershare Hong Kong Investor Services Limited’s offices will not be open on this day for physical delivery of the proxy form. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.
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 was 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 of the Company in respect of the joint holding.
10. 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 proxy need not be a member of the Company but must attend the Meeting in person to represent you.
11. Delivery of an instrument appointing a proxy shall not preclude a member of the Company 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar (address set out in note 8 above).