MILLION STARS HOLDINGS LIMITED

萬星控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8093)

PROXY FORM

Form of Proxy for the Annual General Meeting to be held on Friday, 3 November 2017 at 10:30 a.m. and any adjournment thereof

I/We *(note a)* ______________________________

of ______________________________

being the registered holder(s) of ______________________________ *(note b)* shares of HK$0.01 each in the capital of **Million Stars Holdings Limited** (the "**Company**") hereby appoint the chairman of the annual general meeting (the "**Meeting**") of the Company or ______________________________

of ______________________________

to act as my/our proxy *(note c)* to attend the Meeting to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 3 November, 2017 at 10:30 a.m. (and at any adjournment thereof, as the case may be) for the purpose of considering, and if thought fit, passing the resolutions as set out in the notice (the "**Notice**") convening the Meeting and at such Meeting (and at any adjournment thereof, as the case may be) to vote for me/us on my/our behalf in respect of the ordinary and special resolutions as directed below, or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark (✓) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(note d)*.

	ORDINARY RESOLUTIONS#	FOR	AGAINST
1.	To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 30 June 2017.		
2.	(a) To re-elect Mr. Zhu Yongjun as an executive director.		
	(b) To re-elect Ms. Wang Fei as an executive director.		
	(c) To re-elect Mr. Tang Yau Sing as an executive director.		
	(d) To re-elect Ms. Tian Yuan as an executive director.		
	(e) To re-elect Mr. Cheung Kam Tong, Anotonio as an independent non-executive director.		
	(f) To re-elect Mr. Chui Man Lung, Everett as an independent non-executive director.		
	(g) To re-elect Mr. Han Chu as an independent non-executive director.		
3.	To authorise the board of directors to fix the directors' remuneration.		
4.	To re-appoint RSM Hong Kong as the Company's independent auditors and authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares.		
6.	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with the Company's shares by the addition thereto the number of the shares purchased by the Company.		
	SPECIAL RESOLUTION#	**FOR**	**AGAINST**
8.	To adopt the amended and restated memorandum and articles of association of the Company.		

 # Full text of the resolutions are set out in the Notice.

Shareholder's signature: ______________________________ *(notes e, f, g and h)*

Date: ______________________________ 2017

Notes:

(a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.

(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. 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 annual general meeting (the "**Meeting**") of the Company or" and insert the name and address of the person appointed proxy in the space provided.

(d) **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 of the 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 or any adjourned Meeting.

(e) In the case of joint holders, 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 holders 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, 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 any 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 Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned Meeting.

(h) Any alteration made to this form should be initialed by the person who signs the form.

PERSONAL INFORMATION COLLECTION STATEMENT

(i) In this statement, "Personal Data" has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").

(ii) Your supply of Personal Data to the Company is on a voluntary basis. Your Personal Data may be used by the Company or be transferred to the Company's Hong Kong branch share registrar and transfer office for processing your appointment of proxy and instructions, and will be retained for such period as may be necessary for our verification and record purposes.

(iii) 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 addressed to Tricor Investor Services Limited at the above address.