



合景泰富集團
KWG GROUP HOLDINGS

KWG GROUP HOLDINGS LIMITED

合景泰富集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1813)

ANNUAL GENERAL MEETING — PROXY FORM

I/We⁽¹⁾ _____ (name)
of _____ (address),
being the registered holder(s) of _____ shares⁽²⁾
of KWG Group Holdings Limited (the “Company”), hereby appoint⁽³⁾ _____ (name)
of _____ (address),
or failing him/her, the chairman of the Meeting⁽⁴⁾ as my/our proxy to attend and vote for me/us and on my/our behalf as directed below (or, if no such direction is given, as my/our proxy shall think fit) at the annual general meeting of the Company (the “Meeting”) (or at any adjournment thereof) to be held at Yunshan Conference Room, 38th Floor, International Finance Place, No. 8 Huaxia Road, Zhujiang New Town, Guangzhou, People’s Republic of China at 2:00 p.m. on Wednesday, 5 June 2024 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting, or at any adjournment thereof.

Please indicate with a “√” in the appropriate boxes how you wish your vote(s) to be cast on a poll.

Ordinary Resolutions ⁽⁵⁾		For ⁽⁶⁾	Against ⁽⁶⁾
1.	To consider and receive the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and independent auditor of the Company for the year ended 31 December 2023.		
2(a).	To re-elect Mr. KONG Jianmin as an executive Director.		
2(b).	To re-elect Mr. TAM Chun Fai as an independent non-executive Director.		
2(c).	To re-elect Ms. WONG Man Ming, Melinda as an independent non-executive Director.		
2(d).	To authorise the board of the Directors (the “Board”) to fix the Directors’ remuneration.		
3.	To re-appoint Prism Hong Kong and Shanghai Limited as an independent auditor of the Company and authorize the Board to fix its remuneration.		
4.	To grant a general mandate to the directors of the Company to issue new shares and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) (Ordinary Resolution No. 4 as set out in the notice of the Meeting).		
5.	To grant a general mandate to the directors of the Company to buy-back shares (Ordinary Resolution No. 5 as set out in the notice of the Meeting).		
6.	To extend the general mandate to issue new shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) by adding the number of shares bought back (Ordinary Resolution No. 6 as set out in the notice of the Meeting).		
Special Resolution ⁽⁵⁾			
7.	To approve the amendments to the existing articles of association of the Company and to adopt the second amended and restated articles of association of the Company.		

Dated this _____ day of _____, 2024. Signature⁽⁷⁾ _____

Notes:

- (1) Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- (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 the shares of the Company registered in your name(s).
- (3) Any shareholder 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 shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a shareholder of the Company.
- (4) If any proxy other than the chairman of the Meeting is preferred, please delete the words “or failing him/her, the chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- (5) The description of each resolution is by way of summary only. The full text of each resolutions appears in the notice convening the Meeting.
- (6) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “FOR”; IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT 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 resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (7) This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized.
- (8) Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, whether in person or by proxy, then one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
- (9) To be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarized copy thereof must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. not later than 2:00 p.m. on Monday, 3 June 2024) or any adjournment thereof.
- (10) Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will 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 supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the branch share registrar of the Company 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 of the Company in Hong Kong by post or by email to hkinfo@computershare.com.hk.