



# Wing Fung Group Asia Limited

## 榮豐集團亞洲有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8526)

|   |  |
|---|--|
| Number of shares to which<br>this proxy form relates <sup>1</sup> |  |
|---|--|

### Proxy Form

**Form of Proxy for use by shareholders of Wing Fung Group Asia Limited (the “Company”) at the annual general meeting (the “AGM”) to be convened at Unit D, 21/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Thursday, 6 June 2024 at 12:00 noon (or any adjournment thereof).**

I/We<sup>2</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of the shares of the Company, **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_ (name)

of \_\_\_\_\_ (address)

or failing him/her, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the AGM of the Company to be held at Unit D, 21/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Thursday, 6 June 2024 at 12:00 noon and at any adjournment of such meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by a “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

| ORDINARY RESOLUTIONS |   | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|----------------------|---|------------------|----------------------|
| 1                    | To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2023; |                  |                      |
| 2                    | (a) (i) To re-elect Mr. Choy Hiu Fai Eric as an independent non-executive director of the Company;  |                  |                      |
|                      | (a) (ii) To re-elect Mr. Lei For as an independent non-executive director of the Company;   |                  |                      |
|                      | (b) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”);   |                  |                      |
| 3                    | To re-appoint Mazars CPA Limited as the auditor of the Company and authorise the Board to fix their remuneration;   |                  |                      |
| 4                    | To grant a general mandate to the Directors to issue, allot and otherwise deal with shares of the Company (“Shares”), not exceeding 20% of the number of issued Shares as at date of this Resolution <sup>5</sup> ;   |                  |                      |
| 5                    | To grant a repurchase mandate to the Directors to repurchase the Shares, not exceeding 10% of the number of issued Shares as at the date of the Resolution <sup>5</sup> ;   |                  |                      |
| 6                    | To add the number of the Shares repurchased by the Company to the mandate granted to the Directors under Resolution no. 4 <sup>5</sup> ;  |                  |                      |

| SPECIAL RESOLUTION |   | FOR <sup>d</sup> | AGAINST <sup>d</sup> |
|--------------------|---|------------------|----------------------|
| 7                  | <p>(a) To adopt the proposed amendments to the existing memorandum of association and articles of association of the Company.</p> <p>(b) To adopt the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.</p> <p>(c) To authorise any director or company secretary or registered office provider of the Company to do all such acts and things and execute all such documents and make all such arrangement as they shall, in their absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the existing memorandum of association and articles of association of the Company and the proposed adoption of the new memorandum of association and articles of association of the Company.</p> |                  |                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signed<sup>e</sup>: \_\_\_\_\_

Contact Telephone No.: \_\_\_\_\_

*Notes:*

- (1) If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder appearing in this proxy form.
- (2) Please insert full name(s) and address in BLOCK CAPITALS.
- (3) Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as the proxy. A shareholder may appoint one or more proxies to attend, speak and vote in his/her stead at the meeting provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. To appoint more than one proxy, a photocopy of this proxy form may be used. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. The proxy does not need to be a Company's shareholder.
- (4) **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". IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES "FOR" AND SOME OF YOUR VOTES "AGAINST" A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the 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 from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- (5) The full text of Resolutions 4, 5, 6 and 7 are set out in the Notice of the AGM.
- (6) This proxy form must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (7) In order to be valid, the completed proxy form must be received by Company's Hong Kong branch share Registrar, Tricor Investor Services Limited (the "Registrar"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the above meeting or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Registrar together with the proxy form. For the avoidance of doubt, proxy form sent by facsimile or electronic means is not accepted.
- (8) Submission of this proxy form shall not preclude you from attending the meeting or any adjourned meeting thereof and voting in person should you so wish, but your proxy's authority to vote on a resolution is to be regarded as revoked if you attend in person at the meeting and vote on that particular resolution.
- (9) If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with the Registrar. In order to be valid for voting purposes, this latter proxy form should be received by the Registrar at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- (10) In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.
- (11) Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM all resolutions set out in the Notice of the AGM will be decided by poll at the general meeting.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.