



(incorporated in Cayman Islands with limited liability)

(Stock code: 8331)

Number of shares to which this
form of proxy relates^(Note 1)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON TUESDAY, 26 OCTOBER 2021 (OR ANY ADJOURNMENT THEREOF)**

I/We ^(Note 2) _____

of _____

being the registered holder(s) of shares in the issued share capital of P.B. Group Limited (the “Company”) HEREBY APPOINT the chairman of the meeting ^(Note 3) or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “EGM”) of the Company to be held at Room 402A, 4/F., Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Tuesday, 26 October 2021 at 2:30 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice dated 4 October 2021 (the “Notice”) convening the said meeting.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the Share Consolidation.		
2.	To approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.		
3.	To approve the Underwriting Agreement and the transactions contemplated thereunder.		
4.	To approve the Whitewash Waiver and the transactions contemplated thereunder.		

Please refer to the Notice for the full text of the resolutions.

Date: _____ 2021

Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- If any proxy other than the chairman of the meeting is preferred, please strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one proxy or more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked if you vote in person at the EGM.
- Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as defined in the circular dated 4 October 2021.

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 EGM 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 authorized 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 Tricor Investor Services Limited at the above address.