



Amuse Group Holding Limited

佰悅集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8545)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 12 AUGUST 2022

I/We (Name) _____
(Block capitals, please) of (Address) _____
being the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of Amuse Group Holding Limited (the “Company”) hereby appoint (Name) _____ of (Address) _____ or failing him/her (Name) _____ of (Address) _____ or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 12 August 2022 at 11:00 a.m. at 10/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and the auditor of the Company (the “Auditor”) for the year ended 31 March 2022.		
2.	To re-appoint Grant Thornton Hong Kong Limited as Auditor and authorise the board of Directors to fix its remuneration.		
3.	To re-elect the following persons as Directors:		
	(a) To re-elect Ms. Ren Hongyan as an independent non-executive Director.		
	(b) To re-elect Ms. Chow Chi Ling Janice as an independent non-executive Director.		
	(c) To re-elect Mr. Yu Pui Hang as an independent non-executive Director		
4.	To authorise the board of Directors to fix the respective Directors’ remuneration.		
5.	To grant a general mandate to the Directors to allot, issue, and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing this resolution.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted under resolution no. 5 by adding the shares of the Company repurchased pursuant to the general mandate granted by resolution no. 6.		
Special Resolution (see Note 3)		For	Against
8.	To approve the proposed adoption of the second amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2022 Signature(s) (see Note 5) _____

Notes:

- 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).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy needs not be a shareholder of the Company.