

NOBLE ENGINEERING GROUP HOLDINGS LIMITED

怡康泰工程集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8445)

REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 25 JULY 2022 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.05 each in the capital of Noble Engineering Group Holdings Limited (the "Company") hereby appoint the chairman of the Meeting, or ^(Note 3) _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held on Monday, 25 July 2022 at 10:00 a.m. at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company and auditors of the Company for the year ended 31 March 2022.		
2.	To re-appoint Zhonghui Anda CPA Limited as the independent auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
3.	(a) To re-elect Mr. Tam Wing Yuen as an executive director of the Company and to authorise the board of directors to fix his director's remuneration.		
	(b) To re-elect Mr. Cheung Kit as a non-executive director of the Company and to authorise the board of directors to fix his director's remuneration.		
	(c) To re-elect Mr. Tang Chi Wai as an independent non-executive director of the Company and to authorise the board of directors to fix his director's remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company.		
6.	Conditional upon the passing of resolutions nos. 4 and 5, to extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares by adding the number of the shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
7.	To consider and approve the proposed amendments to the existing memorandum and articles of association of the Company and approve the adoption of the second amended and restated memorandum and articles of the Company as set out in resolution no. 7 of the notice convening the Meeting.		

* The full text of the resolution is set out in the notice of the Meeting.

Dated this _____ day of _____, 2022 Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the 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 any proxy other than the chairman of the Meeting is preferred, please strike out "the chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by the appointor, or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and to vote on his/ her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and to vote on his/her behalf. A proxy need not be a shareholder of the Company.
- To be valid, this form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong not less than forty-eight (48) hours before the time appointed for the Meeting (or any adjournment thereof) at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or any adjourned Meeting (the "Closing Time").
- Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share 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 is present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The notice of the Meeting is set out in the Company's circular dated 22 June 2022.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE ORIGINAL FORM OF PROXY SHOULD NOTE THAT:**
 - If no revised form of proxy is lodged with the Hong Kong branch share registrar and transfer office, the original form of proxy, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting except for those resolutions to which the shareholder has indicated his/her voting direction in the original form of proxy.
 - If this revised form of proxy is lodged with the Company's Hong Kong branch share registrar and transfer office of the Company before the Closing Time, this revised form of proxy, if correctly completed, will revoke and supersede the original form of proxy previously lodged by him/her. This revised form of proxy will be treated as a valid proxy form lodged by the shareholder.
 - If this revised form of proxy is lodged with the Company's Hong Kong branch share registrar and transfer office after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this revised form of proxy will be invalid. The proxy so appointed by the shareholder under the original form of proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if this revised form of proxy was not lodged with the Company's Hong Kong branch share registrar and transfer office. Accordingly, shareholders are advised to complete this revised form of proxy carefully and lodge it with the Company's Hong Kong branch share registrar and transfer office before the Closing Time.

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/Link Market Services (Hong Kong) Pty Limited at the above address.