



恆泰裕集團控股有限公司 HANG TAI YUE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8081)

FORM OF PROXY

FOR THE ANNUAL GENERAL MEETING (“MEETING”) AT JAVA ROOM II & III, 2ND FLOOR, HARBOUR PLAZA NORTH POINT, 665 KING’S ROAD, NORTH POINT, HONG KONG AT 10:00 A.M. ON MONDAY, 8 MAY 2023 (OR ANY ADJOURNMENT THEREOF)

I/We ⁽¹⁾, _____
of _____
being the registered holder(s) of _____ ⁽²⁾ ordinary shares of HK\$0.01 each in the share capital of Hang
Tai Yue Group Holdings Limited (“Company”) HEREBY APPOINT ⁽³⁾ the Chairman of the Meeting or _____
of _____

to act as my/our proxy to attend and act for me/us at the Meeting to be held at 10:00 a.m. on Monday, 8 May 2023 at Java Room II & III, 2nd Floor, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong, and at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (“Notice”) and at the Meeting, or at any adjournment thereof, to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate box to indicate how you wish your votes to be cast ⁽⁴⁾.

No.	ORDINARY RESOLUTIONS [¶]	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2022.		
2a.	To re-elect Ms. Lam Ching Yee as an executive director of the Company.		
2b.	To re-elect Mr. Chan Ming Kit as an independent non-executive director of the Company.		
2c.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to purchase the Company’s shares.		
5.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company’s shares.		
6.	To add the number of the shares repurchased by the Company to the number of shares that may be issued pursuant to the mandate granted to the directors of the Company under resolution numbered 5.		
	SPECIAL RESOLUTION[¶]	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
7.	To approve the Proposed Amendments (as defined and described in the Company’s circular dated 13 April 2023) and to approve and adopt the amended and restated bye-laws of the Company.		

[¶] Full text of the resolutions are set out in the Notice.

Dated this _____

Signature ^{(5) and (6)}: _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) in which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, 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 alteration made to this form of proxy must be initialed by the person who signs it.
- IMPORTANT: If you wish to vote for a resolution, please indicate with a tick in the box marked “For”. If you wish to vote against a resolution, please indicate with a tick in the box marked “Against”. Failure to fill in either box will entitle your proxy to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the Meeting other than those referred to in the Notice.
- You are requested to lodge this form of proxy, together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, to the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 10:00 a.m. (Hong Kong time) on Saturday, 6 May 2023 or not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint holders of any shares, 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/it 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, 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.
- A shareholder may appoint one or more proxies to attend the Meeting and vote for him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting in cases where the Meeting was originally held within 12 months from such date.
- Completion and delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you wish and in such case, this form of proxy should be deemed to be revoked.
- References to time and dates in this instrument are to Hong Kong time and dates.