



P.B. Group Limited

倍搏集團有限公司

(incorporated in Cayman Islands with limited liability)

(Stock code: 8331)

Number of shares to which this form of proxy relates <small>(Note 1)</small>	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 28 SEPTEMBER 2023 (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 annual general meeting (the “AGM”) of the Company for the year 2023 to be held at Room 402A, 4/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 28 September 2023 at 2:30 p.m. (or at any adjournment thereof).

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 receive, consider and adopt the audited consolidated financial statements of the Company, the report of the Directors and the report of the auditor of the Company for the 15-month period ended 31 March 2023.		
2(a).	To re-elect Mr. Pui Wai Lun as an executive Director.		
2(b).	To re-elect Ms. Zong Yan as an executive Director.		
2(c).	To re-elect Mr. Hung Chiu Fat as an independent non-executive Director.		
2(d).	To re-elect Dr. Kwok Hiu Fung as an independent non-executive Director.		
2(e).	To authorize the Board to fix the respective Directors’ remuneration.		
3.	To re-appoint BDO Limited as the Company’s independent auditor and to authorise the Board to fix their remuneration.		
4(A).	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution. <small>(Note 9)</small>		
4(B).	To give 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 issued shares of the Company as at the date of passing of this resolution. <small>(Note 9)</small>		
4(C).	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company. <small>(Note 9)</small>		
SPECIAL RESOLUTION		FOR	AGAINST
5.	To approve and adopt the third amended and restated memorandum and articles of association of the Company. <small>(Note 9)</small>		

Date: _____ 2023

Signature(s) (Note 5) _____

Notes:

1. 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.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. 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 AGM 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.
4. **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 AGM other than those referred to in the notice convening the AGM.
5. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
6. 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.
7. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM 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 AGM.
9. The full text of this resolution appears in the notice of the AGM dated 29 August 2023.
10. Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as defined in the circular dated 29 August 2023.

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 AGM 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.