

# Hyfusin Group Holdings Limited

## 凱富善集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8512)

### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of Hyfusin Group Holdings Limited (the “Company”) hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of <sup>(Note 3)</sup> \_\_\_\_\_

or failing him/her, the chairman of the annual general meeting (the “AGM”) as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at 3:00 p.m. on Friday, 7 June 2024 at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong, or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the AGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the AGM in such manner as he/she thinks fit.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2023 and the reports of the directors and independent auditor thereon.		
2.	To re-elect the following retiring directors of the Company (the “Directors”):		
	(a) Mr. Ho Chi Wai as an independent non-executive Director; and		
	(b) Mr. Chu Kin Wang, Peleus as an independent non-executive Director.		
3.	To authorise the board of Directors to fix the remuneration of the respective Directors.		
4.	To re-appoint BDO Limited as auditor of the Company and authorise the board of Directors to fix its remuneration for the year ending 31 December 2024.		
5.	(A) To grant a general mandate to the Directors to allot, issue and/or otherwise deal with additional shares not exceeding 20% of the issued shares of the Company.		
	(B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued shares of the Company.		
	(C) Conditional upon the passing of the ordinary resolutions numbered 5(A) and 5(B), to extend the authority given to the Directors pursuant to ordinary resolution numbered 5(A) to issue shares by adding to the number of issued shares of the Company which may be allotted by the Directors pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution numbered 5(B).		
6.	To approve the adoption of the new share option scheme, the scheme mandate limit and the termination of the existing share option scheme as at the date of passing of this resolution as set out in the ordinary resolution numbered 6 of the notice of the Annual General Meeting.		
7.	To approve the adoption of the service provider sublimit under the rules of the new share option scheme as the date of passing of this resolution as set out in the ordinary resolution numbered 7 of the notice of the Annual General Meeting.		
Special Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
8.	To approve the proposed amendments to the amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of the existing amended and restated memorandum and articles of association of the Company.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2024 Signature(s) <sup>(Notes 5 & 6)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of AGM will act as your proxy.
- 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 AGM other than those referred to in the notice convening the AGM.
- If the appointor is a corporation, this form of proxy must be under its common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company 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 Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for holding the AGM (i.e. before 3:00 p.m. on Wednesday, 5 June 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.