



VESTATE GROUP HOLDINGS LIMITED

國投集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1386)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 30 JULY 2021 AT 3:30 P.M. (OR ANY ADJOURNMENT THEREOF) (THE "EGM")

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.1 each (the "Share(s)") in the capital of Vestate Group Holdings Limited (the "Company"), hereby appoint ^(Note 3) the chairman of the EGM or _____
of _____
to act as my/our proxy to attend the EGM to be held at Room 631, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong at 3:30 p.m. on Friday, 30 July 2021 or at any adjournment thereof and to vote on my/our behalf as directed below ^(Note 4).

Please indicate with a "✓" in the spaces provided how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTION*	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the Agreement and all transactions contemplated thereunder, including but not limited to, the grant of a Specific Mandate to allot and issue the Consideration Shares.		

* Please refer to the notice convening the EGM for the full text of the resolution.

Dated this _____ day of _____ 2021 Signature(s) ^(Note 5): _____

Notes:

- Please insert full name(s) and address in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 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 registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, strike out the words "the Chairman of the EGM or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IF YOU WISH TO VOTE ALL OF YOUR SHARES FOR THE RESOLUTION(S), PLEASE INDICATE WITH a "✓" IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE ALL OF YOUR SHARES AGAINST THE RESOLUTION(S), PLEASE INDICATE WITH a "✓" IN THE BOX(ES) MARKED "AGAINST". IF YOU WISH TO VOTE SOME OF YOUR SHARES FOR THE RESOLUTION(S) AND SOME OF YOUR SHARES AGAINST THE RESOLUTION(S), PLEASE INSERT IN THE RELEVANT BOX(ES) MARKED "FOR" THE NUMBER OF SHARES TO BE VOTED FOR THE RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX(ES) MARKED "AGAINST" THE RELEVANT NUMBER OF SHARES TO BE VOTED AGAINST THE RESOLUTION(S), AS APPLICABLE.** If this form of proxy is returned duly signed, but without any such indication, the proxy will be entitled to vote or abstain at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than that referred to in the notice of EGM (including amendments to resolution(s) which may be by properly put to the EGM).
- 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 executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM and any adjournment (as the case may be) thereof.
- Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf. A proxy need not be a Shareholder but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting thereof) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders or their proxies attending the EGM shall produce their identity documents.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar in Hong Kong (address set out in note 7 above).