

MS GROUP HOLDINGS LIMITED

萬成集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1451)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 30 MAY 2022

I/We, being the registered holder(s) of MS Group Holdings Limited (the “Company”), hereby appoint the proxy^(Note 1) as specified below or failing him/her, the chairman of the meeting^(Note 1) to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “Annual General Meeting”) to be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 30 May 2022 at 9:30 a.m. and at any adjournment thereof in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 7)		Signature ^(Note 3)	
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 2)	
Full Address			

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2021.		
2.	(A) To re-elect the following retiring directors of the Company (the “Director(s)”):		
	(i) To re-elect Mr. Chau Wai as an executive Director;		
	(ii) To re-elect Mr. Asvaintra Bhanusak as an independent non-executive Director; and		
	(iii) To re-elect Mr. Seto John Gin Chung as an independent non-executive Director.		
	(B) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.		
4.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company (the “Issue Mandate”).		
	(B) To give a general mandate to the Directors to buy back shares not exceeding 10% of the issued share capital of the Company.		
	(C) To extend the Issue Mandate by the number of shares bought back by the Company.		

SPECIAL RESOLUTION			
5.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and to adopt the second amended and restated articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company.		

Notes:

1. If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the meeting (or any adjournment thereof) to represent you.
2. Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
3. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at 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 convening the meeting.
5. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
6. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
7. Please provide one certificate number, if possible, to facilitate processing.
8. For the avoidance of doubt, we do not accept any special instructions written on this proxy form.
9. The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.