



SUNDART HOLDINGS LIMITED

承達集團有限公司

(incorporated under the laws of British Virgin Islands with limited liability)

(Stock code: 1568)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 6 JUNE 2022 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____ of _____ being the registered holder(s) of _____ shares(s) ^(Note 2) of no par value of SUNDART HOLDINGS LIMITED 承達集團有限公司 (the “Company”), **HEREBY APPOINT** ^(Note 3) **THE CHAIRMAN OF THE MEETING**, or _____ as my/our proxy to attend the annual general meeting of the Company (the “AGM”) to be held at Room 03-05, 11/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong on Monday, 6 June 2022 at 10:00 a.m. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM (the “Notice”) and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below at the AGM (or at any adjournment thereof).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors’ report and the independent auditor’s report for the year ended 31 December 2021.		
2.	To declare a final dividend of HK7 cents per ordinary share of the Company for the year ended 31 December 2021.		
3(a).	(i) To re-elect Mr. Leung Kai Ming as an executive director of the Company.		
	(ii) To re-elect Mr. Ng Chi Hang as an executive director of the Company.		
	(iii) To re-elect Mr. Tam Anthony Chun Hung as an independent non-executive director of the Company.		
3(b).	To authorise the board of directors of the Company to determine the remuneration of the directors of the Company.		
4.	To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company to determine its remuneration.		
5.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of the resolution.		
6.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of the resolution.		
7.	To extend the general mandate granted to the directors of the Company to allot, issue and otherwise deal with additional shares of the Company in issue by the aggregate number of shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
8.	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.		

Dated this _____ day of _____ 2022

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which the 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 any proxy other than the chairman of the meeting is preferred, please strike out “**THE CHAIRMAN OF THE MEETING**, or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the AGM in person to represent you. **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, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast your votes at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the AGM other than those referred to in the Notice.
- 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 seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share(s), any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the AGM, personally or by proxy, then the holder so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
- 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for the holding of the AGM (or at any adjournment thereof).
- Completion and return of the form of proxy shall not preclude members of the Company from subsequently attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.