



Kato (Hong Kong) Holdings Limited

嘉濤 (香港) 控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2189)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD AT NUVA, LEVEL 2, ASIAWORLD-EXPO, CHEK LAP KOK, LANTAU ISLAND, HONG KONG ON MONDAY, 8 AUGUST 2022 AT 5:00 P.M. OR ANY ADJOURNMENT THEREOF

I/We⁽¹⁾, _____
of _____
being the registered holder(s) of⁽²⁾ _____ ordinary share(s) (the “Shares”) of HK\$0.01 each
in the share capital of **Kato (Hong Kong) Holdings Limited** (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**⁽³⁾
or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Nuva, Level 2, AsiaWorld-Expo, Chek Lap Kok, Lantau Island, Hong Kong on Monday, 8 August 2022 at 5:00 p.m. (or at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions 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 matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
1.	To consider and adopt the audited consolidated financial statements and reports of the directors of the Company (the “Directors”) and independent auditor of the Company for the year ended 31 March 2022.		
2.	(a) To re-elect Ms. Ngai Ka Yee as an executive Director.		
	(b) To re-elect Mr. Or Kevin as an independent non-executive Director.		
	(c) To appoint Ms. Wu Wing Fong as an independent non-executive Director.		
	(d) To appoint Ms. Lo Ning as an independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2023.		
4.	To declare a final dividend of HK2.5 cents per Share for the year ended 31 March 2022.		
5.	To re-appoint PricewaterhouseCoopers as independent auditor of the Company and authorise the Board to fix its remuneration.		
6.*	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue.		
7.*	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue.		
8.*	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by addition of the number of Shares repurchased by the Company.		
SPECIAL RESOLUTION ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
9.*	To approve the proposed amendments to the articles of association of the Company and adoption of new articles of association of the Company.		

* Full text of the resolutions are set out in the notice of the annual general meeting dated 8 July 2022.

Dated this _____ day of _____ 2022 Signature(s) ⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company 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 Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- The description of these resolutions are by way of summary only. The full text appears in the notice of the Meeting of the Company.
- IMPORTANT:** if you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- 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, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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 of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- In the case of joint holders of share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, this form of proxy should be deemed to be revoked.

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 Meeting (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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/Union Registrars Limited at the above address.