



K. H. GROUP HOLDINGS LIMITED

劍虹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1557)

PROXY FORM FOR 2022 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____ (name)
of _____ (address)

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of K. H. Group Holdings Limited (the "Company"), HEREBY APPOINT ^(Note 3) _____ (name)
of _____ (address)

or the chairman of the 2022 annual general meeting (the "2022 AGM") to act as my/our proxy/proxies at the 2022 AGM (or at any adjournment thereof) to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 30 September 2022 at 10 : 00 a.m. for the purposes of considering and, if thought fit, passing the six ordinary resolutions and one special resolution set out in the notice convening the 2022 AGM and at the 2022 AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

Terms defined in the circular of the Company dated 18 July 2022 shall have the same meanings which used in this proxy form, unless otherwise defined.

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
1.	To receive and to consider, if thought, approve the audited consolidated financial statements and reports of Directors and Auditors for the year ended 31 March 2022		
2.	(a) To re-elect Mr. Chen Rongsheng as an Executive Director		
	(b) To re-elect Mr. Guan Jingdong as an Executive Director		
	(c) To re-elect Mr. Feng Zhidong as an Independent Non-executive Director		
	(d) To authorize the Board of Directors to fix the Directors' remuneration		
3.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as Auditors of the Company and to authorize the Board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution		
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
6.	To grant an extension mandate to extend the general mandate granted to the Directors under resolution (4) above to allot and issue the shares by the number of shares repurchased by the Company under the mandate referred to in resolution (5) above		
Special Resolution ^(note 4)		For ^(Note 5)	Against ^(Note 5)
7.	To approve the adoption of the Second Amended and Restated Memorandum and Articles of Association		

Signature ^(Note 6) _____ Date this _____ day of _____ 2022

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 registered in your name(s) to which this proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name of the proxy desired. If no name is inserted, the chairman of the 2022 AGM will act as your proxy. Any alteration made to this proxy form must be initialed by the person(s) who signs
- The descriptions of the above resolutions are by way of summary only. The full text appears in the notice of the 2022 AGM.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will be entitled to cast your vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2022 AGM other than those referred to in the notice convening the 2022 AGM.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorized to execute the same.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the 2022 AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the 2022 AGM, either personally or by proxy, that one of such joint registered holders so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holder(s).
- In order to be valid, you are requested to lodge this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof at the Company's branch share registrar and transfer office 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 2022 AGM or the adjourned 2022 AGM.
- The register of members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022, (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining the Shareholders who are entitled to attend and vote at the 2022 AGM. In order to be eligible to attend and vote at the 2022 AGM, all completed share transfer instruments accompanied by the relevant share certificate(s) should be lodged for registration with the Union Registrars Limited, the Company's branch share registrar and transfer office in Hong Kong, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4 : 00 p.m. on from Monday, 26 September 2022.
- A proxy need not be a member of the Company but must attend the 2022 AGM in person to represent you.
- Completion and return of this proxy form will not preclude you from attending and voting at the 2022 AGM or the adjourned 2022 AGM if you so wish. In the event that you attend the 2022 AGM or the adjourned 2022 AGM, this proxy form will be deemed to be revoked.
- If Typhoon Signal No. 8 or above, or a 'black' rainstorm warning is in effect any time after 7:00 a.m. on the date of the 2022 AGM, the 2022 AGM will be postponed. The Company will post an announcement on the website of the Company at "www.kh-holdings.com" and the "Latest Company Announcements" page of the website of the HKEx at "www.hkexnews.hk" to notify Shareholders of the date, time and place of the rescheduled 2022 AGM.

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 2022 AGM of the Company (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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made.