



A & S GROUP (HOLDINGS) LIMITED

亞洲實業集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1737)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 9 SEPTEMBER 2022 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____, of _____

being the registered holder(s) of ^(note 2) _____ share(s) with a par value of HK\$0.01 each in the capital of A & S Group (Holdings) Limited (the "Company") hereby appoint the chairman of the annual general meeting of the Company, or ^(note 3) _____ as

my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held on at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 9 September 2022 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the AGM as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the AGM and/or at any adjournment thereof:

ORDINARY RESOLUTIONS ^(note 4)		FOR ^(note 5)	AGAINST ^(note 5)
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and the auditors of the Company for the year ended 31 March 2022.		
2.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of Directors of the Company to fix their remuneration.		
3.	(a) To re-elect Mr. Chiu Tat Ting Albert as an executive Director; and (b) To re-elect Mr. Iu Tak Meng Teddy as an independent non-executive Director.		
4.	To authorise the board of Directors to fix the remuneration of the Directors.		
5.	To declare a final dividend of HK2.5 cents per ordinary share for the year ended 31 March 2022.		
6.	To grant a general mandate granted to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
7.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
8.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		
SPECIAL RESOLUTIONS ^(note 4)		FOR ^(note 5)	AGAINST ^(note 5)
9.	To approve the proposed amendments (the "Proposed Amendments") to the existing amended and restated memorandum of association and articles of the Company (the "Existing Memorandum and Articles of Association") and to adopt the second amended and restated memorandum and articles of association of the Company (the "New Memorandum and Articles of Association") in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of the AGM and authorise any one Director or company secretary of the Company to do all things necessary to implement the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.		

Dated this _____ day of _____ 2022 Signature ^(note 6) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 is preferred, please strike out "the chairman of the annual general meeting of the Company, 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(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the AGM.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM and/or at any adjournment thereof other than those referred to in the notice convening the AGM.
- This form of proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of Company.
- This form of proxy and (if required by the board of directors of the Company) 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 office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from Monday, 15 August 2022) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were 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 first in the register of members of the Company in respect of the joint holding.
- The notice of the AGM is set out in the Company's circular dated 22 July 2022.
- In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of novel coronavirus ("COVID-19"), the Company will implement precautionary measures at the AGM. Shareholders are advised to read page ii of the circular of the Company dated 22 July 2022 for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
- In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person.**

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 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 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 fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.