



南旋控股有限公司
NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

Proxy Form for use at the Annual General Meeting to be held at
Units A–C, 21/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road, Tai Po, New Territories,
Hong Kong on Friday, 26 August 2022

I/We (note 1) _____

of _____

being the registered holder(s) of (note 2) _____ ordinary shares of HK\$0.01 each in the capital of Nameson Holdings Limited

(the “Company”) hereby appoint the Chairman of the meeting or (note 3 & 4) _____

of _____

as my/our proxy to act for me/us on my/our behalf at the annual general meeting of the Company (the “Annual General Meeting”) to be held at Units A–C, 21/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road, Tai Po, New Territories, Hong Kong on Friday, 26 August 2022 at 10:30 a.m. and at such Annual General Meeting to vote for me/us and in my/our name(s) in respect of the resolutions set out in the Notice of Annual General Meeting as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary resolutions		(Note 5)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 March 2022.		
2.	To declare a final dividend of 1.5 HK cents per share for the year ended 31 March 2022.		
3.	(a) To re-elect Mr. Wong Wai Yue as an executive director of the Company;		
	(b) To re-elect Mr. Wong Ting Chun as an executive director of the Company; and		
	(c) To re-elect Ms. Fan Chiu Fun, Fanny as an independent non-executive director of the Company.		
4.	To authorise the board of directors (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).		
5.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.		
6.	(1) To approve a general mandate to the Directors to issue shares of the Company not exceeding 20 per cent of the number of issued shares of the Company as at the date of passing this resolution.		
	(2) To approve a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent of the number of issued shares of the Company as at the date of passing this resolution.		
	(3) To extend the general mandate granted to the Directors to allot, issue and deal with new shares not exceeding the number of shares repurchased by the Company.		
Special resolution			
7.	(a) To approve Proposed Amendments as set out in Appendix III to the circular of the Company dated 25 July 2022 be approved; (b) the adoption of the Amended and Restated Articles in substitution for and to the exclusion of the existing Articles with immediate effect after the close of the AGM be and is hereby approved; and (c) that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the Amended and Restated Articles, including but not limited to the execution of any and all documents and attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong as may be necessary in connection therewith.		

* The full text of the resolutions is set out in the Notice of Annual General Meeting dated 25 July 2022.

Dated _____

Shareholder's signature (note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of HK\$0.01 each of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (if holding two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney or other person duly authorised.
- If more than one of the joint holders be present at the meeting the vote of the senior holder 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 in respect of the joint shareholding.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form shall not preclude a member from attending and voting in person if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATIONS MADE IN THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- Unless the context requires otherwise, terms defined in the Notice of Annual General Meeting shall bear the same meanings when used in this proxy form.