



**WANJIA GROUP**  
萬嘉集團

# WANJIA GROUP HOLDINGS LIMITED

## 萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

### Annual General Meeting to be held on 9 September 2022 Form of Proxy

**Form of proxy for use by shareholders at the annual general meeting (the “AGM”) to be convened at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong on Friday, 9 September 2022 at 11:00 a.m. or any adjournment thereof.**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares  
of HK\$0.05 each in the capital of Wanjia Group Holdings Limited (the “Company”), hereby appoint the Chairman of the AGM  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(Note 3)</sup> to attend and vote for me/us and on my/our behalf at the AGM of the Company to be held at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong on Friday, 9 September 2022 at 11:00 a.m. or any adjournment thereof in respect of the resolutions as indicated below or, if no such indication is given to vote or abstain from voting, as my/our proxy thinks fit. Please tick (“✓”) in the appropriate box to indicate how you wish your vote(s) to be cast on a poll.

	Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To consider, receive and adopt the audited consolidated financial statements and reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 March 2022		
2.	(I) (a) To re-elect Dr. Xiao Zhixin as a non-executive Director		
	(b) To re-elect Mr. Wong Hon Kit as an independent non-executive Director		
	(c) To re-elect Mr. Ho Man as an independent non-executive Director		
	(II) To authorise the board (the “Board”) of Directors to fix the Directors' remuneration		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board of Directors to fix their remuneration		
4.	To grant a general mandate to the Board to issue new shares of the Company (the “Shares”)		
5.	To grant a general mandate to the Board to repurchase Shares		
6.	To add the total number of Shares repurchased by the Company under repurchase mandate granted under resolution numbered 5 to the issue mandate granted to the Directors under resolution numbered 4		
7.	To consider and adopt the amended and restated articles of association of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature(s) <sup>(Note 4 to 8)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the AGM as your proxy, please delete the words “the Chairman of the AGM or” and insert the name and address of the person appointed as your proxy in **BLOCK CAPITAL LETTERS** in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it. If a proxy is attending the AGM on your behalf, such proxy shall produce his/her own identity paper.**
- IMPORTANT: If you wish to vote for the resolutions set out above, please tick (“✓”) in the box marked “For”. If you wish to vote against the resolutions, please tick (“✓”) in the box marked “Against”. If no indication is given, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM other than that referred to in the notice of the AGM.**
- Corporations must execute this form of proxy under seal or by an attorney or a duly authorised officer. If a legal representative is appointed to attend the AGM, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney or authority, must be lodged with either the Company's principal place of business in Hong Kong at Suite 1801, 18/F, Tower 1, The Gateway, Harbour City, 25 Canton Road, Kowloon, Hong Kong or the Company's share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) by not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
- Completion and return of this form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), 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.
- The description of each resolution herein is by way of summary only. The full text appears in the notice dated 29 July 2022.

**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 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 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.