



WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED

皓天財經集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1260)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF)**

I/We ^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ ordinary share(s) of HK\$0.01 each in the capital of Wonderful Sky Financial Group Holdings Limited (the “**Company**”) hereby appoint the Chairman of the annual general meeting of the Company, or ^(note 3) _____ of _____

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 “**Meeting**”) to be held on 23 September 2022 (Friday) at 10:00 a.m. at 9/F, The Center, No. 99 Queen’s Road Central, Hong Kong 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 Meeting 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 Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and approve the audited consolidated financial statements and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March.		
2.	(a) To re-elect Ms. Liu Lin as an executive director of the Company.		
	(b) To re-elect Mr. Leung Tsz Wing as an independent non-executive director of the Company.		
	(c) To authorise the board of directors of the Company to fix the directors’ remuneration.		
3.	To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	(I) To grant a general mandate to the directors of the Company 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.		
	(II) To grant a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
	(III) To extend the general mandate granted to the directors of the Company 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.		

Dated this _____ day of _____ 2022

Signature _____ ^(note 5)

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman of the Meeting 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, 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 Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
5. This form of proxy shall be in writing under the hand of the 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.
6. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
7. 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 of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 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 and in default this form of proxy shall not be treated as valid.
8. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
9. 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 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 of the Company in respect of the joint holding.
10. The notice convening the Meeting is set out in the Company’s circular dated 29 July 2022.