

# NOVA Group Holdings Limited

## 諾發集團控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1360)

### PROXY FORM

Form of proxy for use by the shareholders of NOVA Group Holdings Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 2 December 2022 at 11:00 a.m. (or any adjournment thereof).

I/We <sup>(note a)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.002 each in the capital of the Company hereby appoint the Chairman of the Meeting, or <sup>(note c)</sup> \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy at the Meeting to be held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 2 December 2022 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below, or on any resolution or motion which is proposed thereat, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(note d)</sup>.

ORDINARY RESOLUTIONS*		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors (the “Director(s)”) and the auditor of the Company for the year ended 30 June 2022		
2.	(i) To re-elect Mr. Wong Yuk Lun Alan as an executive Director		
	(ii) To re-elect Mr. Choi Hung Fai as an independent non-executive Director		
3.	To authorise the board (the “Board”) of Directors to fix (which authority may be further delegated to its duly authorised committee) the Directors’ remuneration		
4.	To re-appoint HLM CPA Limited as the auditor and to authorise the Board to fix their remuneration		
5.	To grant the general mandate to the Directors to allot, issue and otherwise deal with new shares of the Company (the “Issue Mandate”)		
6.	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the “Repurchase Mandate”)		
7.	Conditional on the passing of resolutions numbered 5 and 6, to approve the addition to the Issue Mandate of the number of shares repurchased by the Company under the Repurchase Mandate		
SPECIAL RESOLUTION*		FOR	AGAINST
8.	To approve the proposed amendments to the articles of association of the Company and the proposed adoption of the amended and restated articles of association of the Company and to authorise any one director or officer of the Company to execute all such documents and do all such other acts and things to effect the same		

\* For the full text of the proposed resolutions, please refer to the notice convening the Meeting as contained in the Company’s circular dated 21 October 2022.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Shareholder’s signature <sup>(notes e, f, g and h)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting” and insert the name and address of the person appointed as the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”.** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.

#### 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/the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.