



KPa-BM Holdings Limited

應力控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 2663)

PROXY FORM

Form of proxy for the Extraordinary General Meeting to be held on 16 January 2023

I/We¹ _____ (name)
of _____ (address),
being the registered holder(s) of _____ shares² of HK\$0.01 each
in the share capital of KPa-BM Holdings Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF
THE MEETING³** or _____ (name)
of _____ (address)
as my/our proxy to vote and act for me/us at the extraordinary general meeting (the “Meeting”) (and any adjournment thereof) of
the Company to be held at 27/F, The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Monday, 16 January
2023 at 10:00 a.m. in respect of the special resolution as indicated below or, if no such indication given, as my/our proxy thinks fit.

Terms defined in the circular of the Company dated 23 December 2022 shall have the same meanings when used in this proxy form,
unless otherwise defined.

SPECIAL RESOLUTION	FOR ⁴	AGAINST ⁴
(a) to approve the share repurchase agreement dated 6 December 2022 (the “Share Buy-back Agreement”) entered into between Mr. Lui Bun Yuen Danny (the “Vendor”) and the Company in relation to the proposed buy-back (the “Share Buy-back”) of 43,070,000 ordinary shares of par value HK\$0.01 each (the “Buy-back Shares”) in the issued share capital of the Company by the Company from the Vendor at the proposed total consideration of HK\$10,543,536; (b) to approve the Share Buy-back and the transactions contemplated under the Share Buy-back Agreement; and (c) to authorise the directors of the Company to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Share Buy-back Agreement and the transactions contemplated thereunder (including but not limited to the cancellation of the Buy-back Shares).		

Dated this _____

Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each in the share capital of the Company (“Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT:** If you wish to vote **FOR** a resolution, please put a “✓” in the box marked “**FOR**” beside that resolution. If you wish to vote **AGAINST** a resolution, please put a “✓” in the box marked “**AGAINST**” beside that resolution. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint holders is present at the Meeting in person or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of the relevant Shares shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) should you so wish. Any alterations made in this form should be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of information on yourself and your proxy’s 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 such information 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 information 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.

* For identification purpose only