



中漆集團有限公司
CPM GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1932)

Form of proxy for the annual general meeting (the “Meeting”) of CPM Group Limited (the “Company”) to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Tuesday, 6 June 2023 at 10:00 a.m.

I/We (Note 1) _____ of _____ being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each of the Company HEREBY APPOINT (Note 3) the Chairman of the Meeting or _____ of _____ to act as my/our proxy at the Meeting to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Tuesday, 6 June 2023 at 10:00 a.m., and at any adjournment thereof, and to vote on my/our behalf on the undermentioned resolutions as directed below.

Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited financial statements and the report of the directors and the independent auditor’s report for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Tsui Ho Chuen, Philip as an executive director.		
	(b) To re-elect Mr. Mak Chi Wah as an executive director.		
	(c) To re-elect Mr. Xia Jun as an independent non-executive director.		
	(d) To re-elect Ms. Meng Jinxia as an independent non-executive director.		
	(e) To authorise the board of directors to fix the directors’ remuneration.		
3.	To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the board of directors to allot and issue additional shares in the Company not exceeding 20% of the total number of shares of the Company in issue. (Note 4)		
5.	To grant a general mandate to the board of directors to buy back shares in the Company not exceeding 10% of the total number of shares of the Company in issue. (Note 4)		
6.	To extend the general mandate granted under resolution 4 by adding the number of shares bought back under resolution 5 to the number of shares to be allotted and issued. (Note 4)		
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and adopt the second amended and restated articles of association of the Company. (Note 4)		

Dated this _____ day of _____ 2023

Signature _____

Notes:

1. Full name(s) and address(es) to be inserted in Block Capitals. The names of all joint holders should be stated.
2. 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).
3. If any proxy other than the Chairman of the Meeting is preferred, please insert in Block Capitals the full name and address of the proxy desired and strike out “the Chairman of the Meeting or”.
4. The full text of the proposed resolution appears in the notice of the Meeting.
5. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
6. This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. To be valid, this form of proxy 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 shall be delivered to the Company’s share registrar 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 adjournment thereof (as the case may be).
8. Any alteration made to this form of proxy must be initialled by the person who signs it.
9. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of all other joint holders and for this purpose, seniority will 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. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting and any adjournment thereof if you so wish.

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 (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 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 (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill 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 Tricor Investor Services Limited at the above address.