

G&M Holdings Limited

信越控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6038)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 15 JUNE 2023

I/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares² of HK\$0.01 each in the share capital of G & M Holdings Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³ or _____ (name)
of _____ (address)
as my/our proxy to vote and act for me/us at the annual general meeting (the “Meeting”) (and any adjournment thereof) of the Company to be held at 11th Floor, Magnet Place Tower 1, 77–81 Container Port Road, Kwai Chung, New Territories, Hong Kong on Thursday, 15 June 2023 at 10:00 a.m. in respect of the resolutions as indicated below or, if no such indication given, as my/our proxy thinks fit.

Terms defined in the circular of the Company dated 27 April 2023 (the “Circular”) shall have the same meanings when used in this Form of Proxy, unless otherwise defined.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	to receive and consider the audited financial statements, the report of the directors (“Directors”) and the report of the independent auditor for the year ended 31 December 2022		
2.	to re-elect Mr. Lee Chi Hung as an Executive Director		
3.	to re-elect Mr. Leung Ping Kwan as a Non-executive Director		
4.	to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration		
5.	to approve the proposed final dividend of HK1.8 cents per share		
6.	to re-appoint BDO Limited as Auditor of the Company and authorise the Board to fix the auditor’s remuneration		
7.	to give a general mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the aggregate number of issued share of the Company as at the date of the passing of this resolution		
8.	to give a general mandate to the Directors to repurchase the Company’s shares not exceeding 10% of the aggregate number of issued share of the Company as at the date of the passing of this resolution		
9.	to extend the general mandate granted to the Directors to allot and issue additional shares of the Company by the number of shares repurchased by the Company		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
10.	To approve the adoption of the Second Amended and Restated Memorandum and Articles of Association of the Company		

Date: _____

Signed⁵: _____

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” here inserted 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 “X” in the box marked “FOR” beside that resolution. If you wish to vote AGAINST a resolution, please put a “X” 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 Tricor Investor Services Limited, the Company’s Branch Registrar in Hong Kong and transfer office, 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.