



景業名邦
JY GRANDMARK

JY GRANDMARK HOLDINGS LIMITED
景業名邦集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2231)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, 8 JUNE 2023 AT 2:30 P.M.

I/We ^(Note 1) _____
of _____
of being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01 each in the capital of JY Grandmark Holdings Limited (the “Company”) hereby appoint the Chairman of the Annual General Meeting or, failing him ^(Notes 3 & 4), _____
of _____ (email address)
as my/our proxy to act for me/us on my/our behalf at the Annual General Meeting (the “Annual General Meeting”) to be held on Thursday, 8 June 2023 at 2:30 p.m. by way of electronic means only and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of the resolutions set out in the Notice of Annual General Meeting as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		^(Note 5)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2022.		
2.	(1) To re-elect Mr. Chan Sze Ming Michael as the chairman and an executive director of the Company.		
	(2) To re-elect Mr. Wu Xiping as an executive director of the Company.		
	(3) To re-elect Mr. Wu William Wai Leung as an independent non-executive director of the Company.		
3.	To authorise the board of directors (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).		
4.	To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the Board to fix its remuneration.		
5.	(1) To approve a general mandate to the Directors to issue not exceeding 20% of the number of issued shares of the Company as at the date of passing this resolution.*		
	(2) To approve a general mandate to the Directors to repurchase not exceeding 10% of the number of issued shares of the Company as at the date of passing this resolution.*		
	(3) To extend the general mandate granted to the Directors to allot, issue and deal with new shares not exceeding the number of shares repurchased by the Company.*		
Special Resolution		^(Note 5)	
		For	Against
6.	To approve and adopt the proposed new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.*		

* The full text of the resolutions is set out in the Notice of Annual General Meeting dated 28 April 2023.

Date: _____

Shareholder's signature ^(Note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.01 each in the capital of the Company registered in your name(s) to which this proxy relates; if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his or her proxy to attend and vote on behalf of him or her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
4. If any proxy other than the chairman of the Annual General Meeting is preferred, strike out the words “the Chairman of the Annual General Meeting or” and insert the name and email address of proxy desired in the space provided.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A TICK “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A TICK “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to abstain or cast his or her vote at his or her discretion. Your proxy will also be entitled to abstain or vote at his or her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice of Annual General Meeting.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. If more than one of the joint holders be present at the Annual General 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 shareholding.
8. In order to be valid, this proxy form 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 must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting (not later than 2:30 p.m. on Tuesday, 6 June 2023 (Hong Kong time)) or adjournment thereof.
9. Completion and delivery of this proxy form shall not preclude you from attending the Annual General Meeting and voting in person at the Annual General Meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.
10. **ANY ALTERATIONS MADE IN THIS FORM SHOULD BE INITIALED BY THE PERSON WHO SIGNS IT.**