



HC GROUP INC.

慧聪集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 02280)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the share capital of HC Group Inc. (the "Company"), HEREBY APPOINT ^(Note 3) the Chairman of the Meeting, or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") (or any adjournment thereof) of the Company to be held at Room B-1, 4th Floor, Building 2, Hangxing Science Park, No. 11, Hepingli East Street, Dongcheng District, Beijing 100013, the People's Republic of China on 2 June 2023, at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting, or any adjournment thereof, to vote for me/us in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit and in respect of any business that may properly come before the Meeting.

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2022.		
2	To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
3(A)	Mr. Liu Jun be re-elected as an executive director of the Company (the "Director(s)");		
3(B)	Mr. Lin Dewei be re-elected as a non-executive Director;		
3(C)	Mr. Zhang Tim Tianwei be re-elected as an independent non-executive Director; and		
3(D)	To authorise the board of Directors to fix the remuneration of the Directors.		
4(A)	To grant a general mandate to the Directors to issue new shares of the Company.		
4(B)	To grant a general mandate to the Directors to repurchase shares of the Company.		
4(C)	To extend the general mandate to be given to the Directors to issue shares.		
SPECIAL RESOLUTION ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
5.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.		

Date: _____

Signature ^(Note 6): _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members of the Company) in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of the Company 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 delete the words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. The description of the resolutions is by way of summary only. Full text of the resolution(s) is set out in the notice of the Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES "FOR" AND SOME OF YOUR VOTES "AGAINST" A RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to complete the box will entitle your proxy to vote or abstain 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.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
7. 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 the votes of the other joint holder(s). 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.
8. To be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar and transfer office, 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 appointed for holding the Meeting (or any adjournment thereof).
9. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish, and in such event, this proxy form shall be deemed to be revoked.
10. References to time and dates herein are to Hong Kong time and dates

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, and your instructions for the Meeting as stated in this proxy form (the "**Purposes**"). By providing your proxy's (or proxies') personal data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy (or proxies) in using his/her personal data provided herein and that you have informed your proxy (or Proxies) of the purpose for and the manner in which his/her personal data may be used. We may disclose or transfer your and your proxy's (or proxies') personal data, including 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, or if we are required to do so by law. Your and your proxy's (or proxies') personal data, including your and your proxy (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 Computershare Hong Kong Investor Services Limited at the above address.