



# ERNEST BOREL HOLDINGS LIMITED

## 依波路控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1856)

Number of shares to which this second proxy form relates <sup>1</sup>	
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### Second Proxy Form for the Annual General Meeting to be held on Friday, 2 June 2023

I/We<sup>2</sup>, \_\_\_\_\_ (name) of<sup>2</sup>  
\_\_\_\_\_ (address)

being the registered holder(s) of Ernest Borel Holdings Limited (the "Company") HEREBY APPOINT<sup>3</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or failing him/her, **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** of the Company (the "AGM") to act as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong on Friday, 2 June 2023 at 3:00 p.m. and at its adjournment. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by a "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

	Ordinary Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the independent auditor of the Company for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Teguh Halim as an Executive Director.		
	(ii) To re-elect Ms. Lam Lai as an Executive Director.		
	(iii) To re-elect Mr. Zhang Bin as an Independent Non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint BDO Limited as the independent auditor to hold office until the conclusion of the next AGM and authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with the Company's shares (the "Shares") <sup>5</sup> .		
6.	To grant a general mandate to the Directors to buy-back the Shares <sup>5</sup> .		
7.	To extend the general mandate granted under resolution No. 5 by adding the total number of Shares to be bought-back pursuant to the general mandate granted under resolution No. 6 <sup>5</sup> .		
Special Resolution			
8.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Shareholder's signature<sup>5, 6</sup>: \_\_\_\_\_

#### Notes:

- If no number is inserted, this second proxy form will be deemed to relate to all the Shares registered in the name of the holder appearing in this second proxy form.
- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as your proxy. A shareholder of the Company (the "Shareholder") may appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend the meeting and vote for him/her/it. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a Shareholder, but must attend the meeting (or any adjournment thereof) to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote(s) in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The full text of resolutions 5, 6 and 7 are set out in the notice of the AGM dated 26 April 2023.
- This second proxy form must be signed by a Shareholder or its/his/her agent duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- In order to be valid, this completed second proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- Submission of this second proxy form shall not preclude you from attending the meeting or its adjourned meeting and voting in person should you so wish, but the appointment of the proxy will be revoked if you attend and vote in person at the meeting.
- If you have returned a proxy form, you may revoke it by completing and signing another proxy form bearing a later date, and lodging it with the Company's Hong Kong branch share registrar. In order to be valid for voting purposes, this latter proxy form should be received by Company's Hong Kong branch share registrar not later than 48 hours before the time appointed for holding the meeting or its adjourned meeting (as the case may be) (the "Closing Time"). If this latter proxy form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, it will be invalid for voting purpose. However, it will revoke any previous proxy form and any vote that may be cast by the purported proxy will not be counted in any poll taken on a proposed resolution.
- In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in Company's register of members in respect of the relevant joint holding.
- Attention: A shareholder who has not yet lodged the proxy form for the AGM enclosed with the notice of the AGM dated 26 April 2023 (the "First Proxy Form") with the Company's branch share registrar in Hong Kong is requested to lodge this second proxy form (the "Second Proxy Form") if he/she/it wishes to appoint proxy/proxies to attend the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company or the Company's branch share registrar.
- Attention: A shareholder who has lodged the First Proxy Form with the Company's branch share registrar should note that:
  - if no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Ms. Lam Lai and Mr. Zhang Bin as an Executive Director and an Independent Non-executive Director, respectively, as set out in the supplemental notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
  - if the Second Proxy Form is lodged with the Company's branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
  - if the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar and transfer office.

#### "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 of the Company (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 authorized 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 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."