



CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE CONVENED ON Friday, 30 JUNE 2023 (“AGM”) (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each (the “Share”) in the share capital of Century Ginwa Retail Holdings Limited (the “Company”), hereby appoint the chairman of the AGM or ^(Note 3) _____

of _____ as my/our proxy ^(Note 4) to act for me/us at the AGM (and at any adjournment thereof) to be held at 24/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Friday, 30 June 2023, at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the AGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Notes 5)	AGAINST ^(Notes 5)
1.	To receive and approve the audited financial statements, directors’ reports and independent auditor’s report of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Yao Jiangang as an executive Director.		
	(b) To re-elect Mr. Qin Chuan as an executive Director.		
	(c) To re-elect Mr. Huang Zhihua as a non-executive Director.		
	(d) To re-elect Mr. Chen Shuai as a non-executive Director.		
	(e) To re-elect Ms. Song Hong as an independent non-executive Director.		
	(f) To authorise the board of directors to fix the directors’ remuneration.		
3.	To appoint McMillan Woods (Hong Kong) CPA Limited and WUYIGE Certified Public Accountants LLP as the overseas and domestic auditors of the Company, respectively, and to authorise the board of directors to fix their remuneration, and not re-appoint KPMG, Certified Public Accountants as the auditor of the Company.		
4.	To give a general mandate to the directors of the Company to allot, issue and deal with Shares not exceeding 20 per cent of the total number of Shares in issue.		
5.	To give a general mandate to the directors of the Company to buy back Shares not exceeding 10 per cent of the total number of Shares in issue.		
6.	To extend the general mandate to the directors of the Company to allot, issue and deal with Shares by an amount not exceeding the amount of the Shares bought back by the Company.		
SPECIAL RESOLUTION		FOR ^(Notes 5)	AGAINST ^(Notes 5)
7.	To amend the bye-laws of the Company (the “Bye-laws”) in the manner as described in Appendix III to the circular of the Company dated 8 June 2023.		

Signed this _____ day of _____ 2023. Shareholders’ signature ^(Notes 7 & 8): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialed by the person who signs it.** If no name is inserted, the duly appointed Chairman of the AGM will set as your proxy.
- A proxy need not be the Chairman of the AGM. If you wish to appoint a person other than the Chairman of the AGM as your proxy, please delete the words “the Chairman of the AGM or” and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.**
- The full text of the above resolutions is set out in the notice of the AGM dated 8 June 2023.
- 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 seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
- A proxy need not be a shareholder of the Company.
- In order to be valid, this proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or, in case of a poll taken subsequently to the date of the AGM or adjourned meeting thereof, not less than 24 hours before the time appointed for the taking of the poll. Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.
- 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 AGM 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 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 fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.