



COMPUTIME GROUP LIMITED
金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
 (Stock Code: 320)

**FORM OF PROXY FOR USE AT
 THE ANNUAL GENERAL MEETING — 7 SEPTEMBER 2023**

I/We, ^(Note 1) (name) _____
 of (address) _____
 being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the
 share capital of Computime Group Limited (the “**Company**”), **HEREBY APPOINT** ^(Note 3) **THE CHAIRMAN OF THE MEETING** or
 (name) _____
 of (address) _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Conference Hall
 07, 2/F, Lakeside 2, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Thursday, 7 September 2023
 at 12:00 noon (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as indicated below
 or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other resolutions that may be properly put before the meeting.

ORDINARY RESOLUTIONS		FOR ^(Notes 4 & 5)	AGAINST ^(Notes 4 & 5)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2023.		
2.	To declare a final dividend of HK\$0.0210 per share for the year ended 31 March 2023.		
3.	To re-elect Mr. WONG Wah Shun as an Executive Director of the Company.		
4.	To authorise the Board of Directors of the Company to fix the respective Directors’ remuneration.		
5.	To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Board of Directors of the Company to fix auditors’ remuneration.		
6.	To grant a general mandate to the Directors of the Company to repurchase the Company’s own shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To grant a general mandate to the Directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	Conditional upon the passing of resolutions nos. 6 and 7, to extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company.		
9.	(a) Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “ Hong Kong Stock Exchange ”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalization issue, rights issue, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “ Share(s) ”) which may be issued in respect of the share options to be granted under the 2023 Share Option Scheme (as defined in the circular of the Company dated 25 July 2023 (the “ Circular ”)), to consider and approve the adoption of the 2023 Share Option Scheme and to authorize any director of the Company (the “ Director ”) and/or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme.		
	(b) To consider and approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Hong Kong Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date (as defined in the Circular) or the relevant date of approval of the refreshment of the Scheme Mandate Limit (as defined in the Circular).		

ORDINARY RESOLUTIONS		FOR <i>(Notes 4 & 5)</i>	AGAINST <i>(Notes 4 & 5)</i>
10.	(a) Subject to and conditional upon the Listing Committee of the Hong Kong Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the award shares to be granted under the 2023 Share Award Plan (as defined in the Circular), to consider and approve the adoption of the 2023 Share Award Plan and to authorize any Director and/or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Plan.		
	(b) To consider and approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Award Plan and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Hong Kong Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.		
11.	Conditional upon resolution no. 9 above being passed, to consider and approve the termination of the 2016 Share Option Scheme (as defined in the Circular) with effect from the adoption of the 2023 Share Option Scheme.		

Dated this _____ day of _____ 2023.

Signature *(Note 6)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of 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 of the Company registered in your name(s).
3. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a shareholder of the Company. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING or" here inserted and insert the full name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. All resolutions will be put to vote by way of poll at the meeting. Every shareholder of the Company present in person (or being a corporation, is present by its duly authorized representative), or by proxy shall have one vote for every fully paid share of which he/she/it is the holder.
5. **IMPORTANT: If you wish to vote for any resolutions, please put a tick (✓) in the relevant box below the box marked "For". If you wish to vote against any resolutions, please put a tick (✓) in the relevant box below the box marked "Against". If you are entitled to more than one vote, you need not use all your votes or cast all your votes in the same way and in such case, please state the relevant number of shares in the relevant boxes. Failure to tick or complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
7. In order to be valid, this form of proxy 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, shall be delivered to the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, 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 (i.e. not later than 12:00 noon on Tuesday, 5 September 2023) or adjourned meeting (as the case may be).
8. Completion and return of this form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof and, in such event, the form of proxy shall be deemed to be revoked.
9. Where there are joint registered holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of the senior 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 of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.
10. **Any alterations made to this form of proxy must be initialled by the person who signs it.**
11. References to time and dates in this form of proxy 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 for the Meeting (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(s) 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. 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's Hong Kong branch share registrar at the above address.

* For identification purposes only