



皓天財經集團

WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED

皓天財經集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1260)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ ordinary share(s) of HK\$0.01 each in the capital of Wonderful Sky Financial Group Holdings Limited (the “**Company**”) hereby appoint the Chairman of the annual general meeting of the Company, or ^(note 3) _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “**Meeting**”) to be held on 22 September 2023 (Friday) at 10:00 a.m. at Rm. 1901 Block A, Vantone Center No. A6 Chaowai Street Chaoyang Dist., Beijing, PRC and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and approve the audited consolidated financial statements and reports of the directors (the “ Directors ”) and auditors of the Company and its subsidiaries for the year ended 31 March 2023.		
2.	(a) To re-elect Ms. Liu Tianni as an executive Director of the Company.		
	(b) To re-elect Ms. Li Ling Xiu and Ms. Lam, Sally as independent non-executive Directors of the Company.		
	(c) To authorise the Board of the Company to fix the Directors’ remuneration.		
3.	To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the Board of the Company to fix their remuneration.		
4.	To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:		
	(I) “ THAT: (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “ Directors ”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;		

ORDINARY RESOLUTIONS	FOR <small>(note 4)</small>	AGAINST <small>(note 4)</small>
<p>(B) the approval in paragraph (A) of this resolution above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the capital of the Company) during or after the end of the Relevant Period;</p>		
<p>(C) the total number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and</p>		
<p>(D) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:</p> <ul style="list-style-type: none"> (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting. <p>“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”</p>		

ORDINARY RESOLUTIONS	FOR <small>(note 4)</small>	AGAINST <small>(note 4)</small>
<p>(II) “THAT:</p> <p>(A) subject to paragraph (B) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws, the rules and regulations of the Securities and Futures Commission of Hong Kong, and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;</p>		
<p>(B) the total number of Shares of the Company repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and</p>		
<p>(C) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or</p> <p>(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”</p>		
<p>(III) “THAT conditional upon the passing of resolutions No. 4(I) and No. 4(II) as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors of the Company pursuant to resolution No. 4(I) as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4(II) as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution.”</p>		

SPECIAL RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
5.	To approve the proposed amendments to the existing memorandum and articles of association of the Company.		
6.	To adopt the amended and restated memorandum and articles of association containing the proposed amendments (the “ New Memorandum and Articles ”).		
7.	To authorize the execution of documents and filings and registrations to the relevant authorities and to make all such arrangements as necessary or expedient in connection with the adoption of the New Memorandum and Articles.		

Dated this _____ day of _____ 2023

Signature: _____ ^(note 5)

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s) to which the proxy relates. 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. If any proxy other than the Chairman of the Meeting is preferred, please strike out “the Chairman of the annual general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote 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 Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
5. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
6. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
7. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote and in default this form of proxy shall not be treated as valid.
8. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
9. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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 holding.
10. The notice convening the Meeting is set out in the Company’s circular dated 28 July 2023.