



# 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)

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

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ 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 <sup>(note 3)</sup> \_\_\_\_\_ 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 “**AGM**”) 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 AGM 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 AGM and/or at any adjournment thereof:

	ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and approve the audited consolidated financial statements and reports of the directors (the “ <b>Directors</b> ”) and auditors of the Company and its subsidiaries for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. 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.	(I) To grant a general mandate to the directors of the Company to allot, issue and deal with shares of the Company.		
	(II) To grant a general mandate to the directors of the Company to repurchase shares of the Company.		
	(III) Conditional upon the passing of resolutions no. 4.(I) and 4.(II), to extend the general mandate granted under resolution no. 4.(I) by the addition of the number of the Company’s shares repurchased under resolution no. 4.(II).		

SPECIAL RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
5.	To approve the proposed amendments to the existing memorandum and articles of association of the Company, the details of which are set out in the supplemental circular dated 25 August 2023 (“ <b>Supplemental Circular</b> ”).		
6.	To adopt the amended and restated memorandum and articles of association containing the proposed amendments (the “ <b>New Memorandum and Articles</b> ”).		
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: \_\_\_\_\_ <sup>(note 5)</sup>

**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 AGM 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 AGM and/or at any adjournment thereof other than those referred to in the notice convening the AGM.
5. **ATTENTION:** Shareholders who have duly completed and returned form of proxy (the “**First Proxy Form**”) despatched together with the First Circular and the revised proxy form (the “**Revised Proxy Form**”) despatched on 1 August 2023 should note the following: (a) if the Re-revised Proxy Form is not correctly completed and returned not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be), and (i) the Revised Proxy Form has been correctly completed and returned before the Closing Time (the “**Closing Time**”), then the Revised Proxy Form will be treated as the valid proxy form returned by the Shareholder, save and except for the said resolutions numbered 5, or (ii) if the Revised Proxy Form has not been completed correctly and returned before the Closing Time but the First Proxy Form has been correctly completed and returned before the Closing Time, then the First Proxy Form will be treated as the valid proxy form returned by the Shareholder, save and except for the said resolutions numbered 4.(I) to 4.(II) and 5, and the proxy appointed by the Shareholder under the Revised Proxy Form or the First Proxy Form, as the case may be, will be entitled to vote in accordance with the instruction given by the Shareholder or at his/her/its discretion on the said resolutions numbered 5 or the said resolutions numbered 4.(I) to 4.(II) and 5, as the case may be; and (b) if the Re-revised Proxy Form is correctly completed and returned before the Closing Time, then the Revised Proxy Form shall supersede and replace the Revised Proxy Form and/or the First Proxy Form previously returned by the Shareholder, and will be treated as the valid proxy form returned by the Shareholder.
6. 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.
7. Any member entitled to attend and vote at the AGM 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 AGM. A proxy need not be a member of the Company.
8. 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 before the Closing Time and in default this form of proxy shall not be treated as valid.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the AGM and in such event, this form of proxy shall be deemed to be revoked.
10. 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 AGM 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.
11. The notice and supplemental notice convening the AGM is set out in the Company’s circular dated 28 July 2023 and the Supplemental Circular, respectively.