

WINDMILL GROUP LIMITED

(海鑫集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1850)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at Suite 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 20 October 2023, at 12:00 noon (or any adjournment thereof)

I/We (note a) _____
of _____
being the holder(s) of _____ (note b)
shares (the "Shares") of HK\$0.20 each of WINDMILL Group Limited (the "Company") hereby appoint the Chairman of the annual general meeting (the "Meeting") of the Company or _____
of _____
to act as my/our proxy (note c) to attend at the Meeting to be held at Suite 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 20 October 2023, at 12:00 noon and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolutions as hereunder indicated (note d).

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To receive and consider the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 30 April 2023.		
2.	(a) To re-elect Mr. Li Junheng as an executive Director of the Company.		
	(b) To re-elect Mr. Li Shing Kuen Alexander as an executive Director of the Company.		
	(c) To re-elect Mr. Li Ka Chun Gordon as an independent non-executive Director of the Company.		
	(d) To re-elect Ms. Mak Suet Man as an independent non-executive Director of the Company.		
	(e) To authorise the board of directors (the "Board") to fix the directors' remuneration.		
3.	To re-appoint CL Partners CPA Limited as the auditor of the Company for the year ending 30 April 2024 and to authorise the Board to fix its remuneration.		
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options to the extent of not more than 20% of the existing issued shares of the Company.		
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares to the extent of 10% of the issued shares of the Company.		
6.	To add the amount of shares repurchased by the Company to the mandate granted to the directors of the Company under resolution no. 4.		
SPECIAL RESOLUTION		FOR (note d)	AGAINST (note d)
7.	To approve the adoption of the second amended and restated articles of association of the Company and to authorise any one Director or company secretary of the Company to do all things necessary to implement the adoption of the second amended and restated articles of association of the Company.		

Dated this _____ day of _____ 2023 Shareholder's signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The name of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting of the Company or" and insert the name and address of the person appointed in the space provided. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of him.
- If you wish to vote for a resolution set out above, please tick ("✓") the box marked "For" against such resolution. If you wish to vote against a resolution, please tick ("✓") the box marked "Against" against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The instrument appointing a 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 seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited ("Hong Kong Branch Share Registrar"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Friday, 13 October 2023 to Friday, 20 October 2023 (both days inclusive), during which period no transfer of the Shares will be effected. The holders of shares whose names appear on the register of members of the company on Friday, 20 October 2023 will be entitled to attend and vote at the annual general meeting of the Company. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar at the above address by no later than 4:30 p.m. on Thursday, 12 October 2023.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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 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 Investor Services Limited at the above address for the attention of the Privacy Compliance Officer.