

NOVA Group Holdings Limited

諾發集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1360)

PROXY FORM

Form of proxy for use by the shareholders of NOVA Group Holdings Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 December 2023 at 12:00 noon (or any adjournment thereof).

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of HK\$0.002 each in the capital of
the Company hereby appoint the Chairman of the Meeting, or ^(note c) _____
of _____
to act as my/our proxy at the Meeting to be held at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 December 2023 at 12:00 noon or at any adjournment thereof and to vote on my/our behalf as directed below, or on any resolution or motion which is proposed thereat, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note d).

ORDINARY RESOLUTIONS*		FOR	AGAINST
1.	To receive and approve the consolidated financial statements and the reports of the directors (the “Director(s)”) and the auditor of the Company for the year ended 30 June 2023		
2.	(i) To re-elect Mr. Deng Zhonglin as an executive Director		
	(ii) To re-elect Mr. Lam Wai Hung as an executive Director		
	(iii) To re-elect Dr. Wong Kong Tin, JP as an independent non-executive Director		
	(iv) To re-elect Mr. To Chun Wai as an independent non-executive Director		
3.	To authorise the board (the “Board”) of Directors (which authority may be further delegated to its duly authorised committee) to fix the Directors’ remuneration		
4.	To re-appoint HLM CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration		
5.	To grant the general mandate to the Directors to allot, issue and otherwise deal with new shares of the Company (the “Issue Mandate”)		
6.	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the “Repurchase Mandate”)		
7.	Conditional on the passing of resolutions numbered 5 and 6, to approve the addition to the Issue Mandate of the number of shares repurchased by the Company under the Repurchase Mandate		

* For the full text of the proposed resolutions, please refer to the notice convening the Meeting as contained in the Company’s circular dated 22 November 2023.

Dated this _____ day of _____ 2023. Shareholder’s signature ^(notes c, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares to which this form of proxy relates. 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 member who is a holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf, provided that if more than one proxy is so appointed the number of shares in respect of which each such proxy so appointed must be specified. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If you wish to appoint any person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting” and insert the name and address of the person appointed as the proxy in the space provided.
- IMPORTANT: If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”.** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her 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/her discretion. A proxy will also be entitled to vote at his/her 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 holder whose name stands first in the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must be deposited with 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 later than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting and, in such event, the form of 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 Meeting 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 for use in connection with the Purposes 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/the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.