



PERFECT GROUP

保發集團

PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED

保發集團國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3326)

**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) _____ shares of one third Hong Kong cent each in the share capital of Perfect Group International Holdings Limited (the “Company”), **HEREBY APPOINT** the Chairman of the meeting, or ^(Note 3) _____
of _____
or failing him/her, _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at Palace Rooms (Narcissus Room), 2/F., The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 9:30 a.m. on Monday, 5 June 2023 and at any adjournment thereof, to vote for me/us as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2022.		
2.	To approve the payment of HK\$0.02 per share as the final dividend of the Company for the year ended 31 December 2022.		
3.	(a) To re-elect Mr. Kan Kin Kwong as a director. (b) To re-elect Mr. Lee Ka Wing as a director.		
4.	To authorize the board of directors of the Company to fix the directors’ remuneration.		
5.	To appoint Moore Stephens CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.		
6.	To approve Resolution No. 6 set out in the notice of the AGM (to grant a general mandate to the directors to issue shares in the Company).		
7.	To approve Resolution No. 7 set out in the notice of the AGM (to grant a general mandate to the directors to repurchase shares in the Company).		
8.	To approve Resolution No. 8 set out in the notice of the AGM (to extend the general mandate to the directors to issue shares in the Company).		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
9.	To adopt the amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

Date: _____

Signature^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of one third Hong Kong cent each 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).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the meeting, or” and insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those resolutions referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any vote in respect of the resolutions to be put forward for consideration at the meeting will be taken by poll.
- In the case of joint 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 be present at the meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- 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 that power or authority, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- The description of the resolutions is by way of summary only. The full text of the resolutions appears on the notice of the AGM.