



PF Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8221)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

This form of proxy is for use by shareholders of PF Group Holdings Limited (the “Company”) at the annual general meeting of the Company (the “AGM”) to be held at Room 4409, 44/F, COSCO Tower, 183 Queen’s Road Central Hong Kong on Thursday, 3 August 2023 at 11:00 a.m. or at any adjournment thereof.

I/We, ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary share(s) of HK\$0.01 each in the share capital of the Company (the “Share”) hereby appoint _____
of _____
or failing him/her, the chairman of the AGM ⁽³⁾ as my/our proxy to attend and vote for me/us on my/our behalf at the AGM (or at any adjournment thereof) as directed below or, if no such direction is given, as my/our proxy shall think fit.

ORDINARY RESOLUTIONS ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and the auditor of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Fok Yuk Tong as an executive Director.		
	(b) To re-elect Ms. Hsieh Ching Chun as an executive Director.		
	(c) To re-elect Mr. Lee Ho Leung William as an executive Director.		
	(d) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
3.	To appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the aggregate number of the issued shares of the Company.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate number of the issued shares of the Company.		
6.	To extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company of an amount representing the aggregate number of shares of the Company repurchased by the Company.		
SPECIAL RESOLUTION ⁽⁴⁾		FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
7.	To approve the proposed amendments to the existing amended and restated memorandum of association and amended and restated articles of association of the Company (the “Proposed Amendments”) and the adoption of the new amended and restated memorandum of association and amended and restated articles of association of the Company which consolidates all the Proposed Amendments.		

Date: _____

Signature ⁽⁶⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of share(s) registered in your name(s) 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 proxy need not be a shareholder of the Company. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and to vote on his/her behalf. If any proxy other than the chairman of the AGM is preferred, please delete the words “or failing him/her, the chairman of the AGM” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy.
- The descriptions of the above resolutions are by way of summary only. The full text appears in the relevant notice of AGM.
- Please indicate with a “✓” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If this form is returned and duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint holders of any share in the share capital of the Company, any one of such joint holders may vote at the AGM either in person or by proxy in respect of such share(s) as if he/she/it were solely entitled thereto, but should more than one of such joint holders be present at the AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- 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 notorially certified copy of such power or authority must be deposited at 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 AGM or any adjournment thereof.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the instrument appointing the 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 (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 authorized 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.