



# 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 7/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 29 August 2019 at 11:00 a.m. or at any adjournment thereof.

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary share(s) of HK\$0.01 each in the share capital of the Company hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the chairman of the AGM (Note 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 |   | FOR (Note 4) | AGAINST (Note 4) |
|----------------------|---|--------------|------------------|
| 1.                   | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditor of the Company for the year ended 31 March 2019 |              |                  |
| 2.                   | (a) To re-elect Mr. Lo Shiu Wing Chester as an executive Director   |              |                  |
|                      | (b) To re-elect Mr. Ng Shu Bun Andrew as an independent non-executive Director  |              |                  |
|                      | (c) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors  |              |                  |
| 3.                   | To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Board to fix its remuneration  |              |                  |
| 4.                   | To grant a general mandate to the Directors to allot, issue and deal with unissued 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 unissued shares of the Company of an amount representing the aggregate number of shares of the Company repurchased by the Company*           |              |                  |

Date: \_\_\_\_\_ Signature of Shareholder(s) (Note 5): \_\_\_\_\_

### 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. 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.
  - IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution 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 the resolutions referred to in the notice of 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 notarially 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.
- \* Full text of the resolutions are set out in the notice of AGM dated 28 June 2019.

This form of proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

### 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 fulfill 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 / Union Registrars Limited at the above address.