



Casablanca Group Limited

卡撒天嬌集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2223)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (the “AGM”)
TO BE HELD ON MONDAY, 6 JUNE 2022 (or at any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of Casablanca Group Limited
(the “Company”), HEREBY APPOINT ^(Note 3) _____
of _____

or failing him, the Chairman of the AGM, as my/our proxy to attend and vote for me/us at the AGM (or at any adjournment thereof) of the Company to be held at Conference Room, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 6 June 2022 at 2:30 p.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice of AGM as indicated below or, if no such 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 of the Company and its subsidiaries and the directors’ report and the independent auditor’s report for the year ended 31 December 2021.		
2.	(a) To re-elect Ms. Wong Pik Hung as an Executive Director of the Company;		
	(b) To re-elect Mr. Lo Siu Leung as an Independent Non-executive Director of the Company;		
	(c) To re-elect Dr. Cheung Wah Keung as an Independent Non-executive Director of the Company;		
	(d) To re-elect Mr. Chow On Wa as an Independent Non-executive Director of the Company; and		
	(e) To authorise the board of directors (“Board”) of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint CHENG & CHENG LIMITED, Certified Public Accountants, as the auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue, allot or otherwise deal with additional shares not exceeding 20% of the total number of the issued shares of the Company on the date passing this resolution.		
5.	To grant a general mandate to the directors of the Company to purchase or otherwise acquire shares not exceeding 10% of the total number of the issued shares of the Company on the date passing this resolution.		
6.	To extend the general mandate to the directors of the Company to issue, allot or otherwise deal with additional shares in the share capital of the Company by addition of the total number of shares purchased or otherwise acquired by the Company.		
7.	To approve and adopt the new share option scheme of the Company.		
8.	To terminate the existing share option scheme of the Company.		

Shareholder’s signature ^(Note 5) _____ Dated _____ 2022

- Notes:
1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
 2. Please insert the number of shares of the Company registered in your name(s), if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
 3. Please insert the full name(s) and address(es) of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. If you wish to appoint some person other than Chairman of the AGM as your proxy, please delete the words “or failing him, the Chairman of the AGM” and insert the name and address of the person appointed as proxy in the space provided.
 4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
 5. This proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its seal or under the hand of an officer, attorney or other person duly authorised.
 6. In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, at the meeting, but if more than one of joint holders are present at the meeting, the vote of the senior who tenders a vote, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the name stands first on the register of members in respect of the joint holding.
 7. In order 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 certified copy of such power or authority, must be deposited at the Company’s branch share registrar 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 the adjourned meeting (as the case may be).
 8. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, vote in his stead. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
 9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish, and in such event, the proxy form shall be deemed to be revoked.
 10. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the AGM will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.