



QP Group

僑思集團

Q P GROUP HOLDINGS LIMITED**僑思集團控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 1412)****FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, 8 JUNE 2023
(or any adjournment thereof)**

I/We ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____ shares of a par value of HK\$0.01 each in the share capital of Q P Group Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 8 June 2023 at 10:00 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2022.		
2.	To declare the payment of a final dividend at the rate of HK11.0 cents per share for the year ended 31 December 2022.		
3(a).	To re-elect Mr. CHENG Wan Wai as an executive director of the Company.		
3(b).	To re-elect Mr. CHAN Wang Tao Thomas as an executive director of the Company.		
3(c).	To re-elect Mr. MAK Chin Pang as an executive director of the Company.		
3(d).	To authorise the board of directors of the Company to fix the remuneration of the respective directors.		
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the directors to enable them to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.*		
6.	To grant a general mandate to the directors to exercise the power of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.*		
7.	To extend the general mandate granted to the directors to exercise the power of the Company to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.*		
SPECIAL RESOLUTION		FOR	AGAINST
8.	To approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company (the “Existing Memorandum and Articles of Association”) and to adopt the second amended and restated memorandum of association and articles of association of the Company (the “New Memorandum and Articles of Association”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect as at the date of passing of this resolution and authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.*		

* Full text of the proposed resolutions are set out in the notice of the AGM dated 27 April 2023.

Date: _____ 2023 Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the desired proxy in the space provided. A member entitled to attend and vote at the AGM may appoint a proxy or if he holds two or more shares, may appoint more than one proxy to attend and vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common 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.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order 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 certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the AGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

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 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 Computershare Hong Kong Investor Services Limited at the above address or by email to PrivacyOfficer@computershare.com.hk.