



佳寧娜集團控股有限公司
CARRIANNA GROUP HOLDINGS COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00126)

Form of proxy for use at the Annual General Meeting
to be held on Monday, 28 August 2023

I/We ^(note 1) _____ of _____

being the registered holder(s) of _____ shares ^(note 2) of HK\$0.10 each in the capital of the above-named Company,

HEREBY APPOINT THE CHAIRMAN OF THE MEETING OR ^(note 3) _____
of _____

as my/our proxy to attend on my/our behalf at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Carrianna (Chiu Chow) Restaurant, 1st Floor, 151 Gloucester Road, Wanchai, Hong Kong on Monday, 28 August 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(note 4).

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and adopt the audited consolidated financial statements and reports of Directors and of the independent auditor of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Liang Rui as Executive Director of the Company.		
	(b) To re-elect Mr. Ma Hung Man as Executive Director of the Company.		
	(c) To re-elect Mr. Wong See King as Independent Non-Executive Director of the Company.		
	(d) To authorise the board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint Messrs. Ernst & Young as auditor of the Company and to authorise the board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate number of ordinary shares on the date of this Resolution.		
5.	To grant a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the aggregate number of ordinary shares on the date of this Resolution.		
6.	To extend the general mandate granted to the Directors to issue shares in the capital of the Company by the number of shares repurchased.		
SPECIAL RESOLUTION			
7.	To approve the adoption of the New Bye-laws of the Company, which contain the proposed amendments to the existing Bye-laws of the Company currently in effect as set out in Appendix III of the circular of the Company dated 28 July 2023, in substitution for and to the exclusion of, the existing Bye-laws of the Company with immediate effect.		

Dated this _____ day of _____ 2023 Signature ^(note 5) _____

Notes:

- Full name(s) and address to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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" and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 referred to in the notice convening the meeting.
- 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 under its common seal or under the hand of an officer or attorney duly authorised.
- In the 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 the 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.
- 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 thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- The full text of the resolutions appears in the notice of the Annual General Meeting of the Company dated 28 July 2023 which is included in the circular despatched to the shareholders of the Company.

"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 Meeting 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 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 and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address."