

Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

FORM OF PROXY

**Form of proxy for use at the extraordinary general meeting
to be held on Tuesday, 5 September 2023 at 9:30 a.m. (or any adjournment thereof)**

I/We ^(Note 1) _____

of _____

being the registered holder(s) of _____ share(s) ^(Note 2) of HK\$0.01 each in the share capital of

Classified Group (Holdings) Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY** (the “Meeting”) or ^(Note 3) _____

of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 2/F., Cheung Tak Industrial Building, 30 Wong Chuk Hang Road, Wong Chuk Hang, Hong Kong on Tuesday, 5 September 2023 at 9:30 a.m. or any adjournment thereof, for the purpose of considering, if thought fit, passing with or without modifications, the proposed resolutions as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolutions properly put to the Meeting.

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

ORDINARY RESOLUTIONS*		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the Share Consolidation.		
2.	To approve the Increase in Authorised Share Capital.		
3.	To approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.		
4.	To approve the Underwriting Agreement and the transactions contemplated thereunder.		
SPECIAL RESOLUTION*		FOR ^(Note 4)	AGAINST ^(Note 4)
5.	To approve the Whitewash Waiver and the transactions contemplated thereunder.		

* Capitalised terms have the meanings ascribed to them in the circular of the Company dated 18 August 2023 and full text of the proposed ordinary resolutions and special resolution above are set out in the notice of Meeting dated 18 August 2023.

Dated this _____ day of _____ 2023

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.01 each in the share capital 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).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY** (the “Meeting”) or” and insert the name and address of the proxy appointed in the space provided. A proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR” OPPOSITE TO SUCH PROPOSED RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST” OPPOSITE TO SUCH PROPOSED RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to abstain from voting or cast your vote at his/her discretion in respect of that particular resolution. Your proxy will also be entitled to abstain from voting or vote at his/her discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those set out in the notice convening the Meeting.
- The form of proxy must be signed by a registered shareholder, or his/her attorney duly authorised in writing, or if the registered shareholder is a corporation, either executed under its common seal or under the hand of an officer, attorney or other person so authorised.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether personally or by proxy, will 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 names stand in the register of members of the Company in respect of the joint holding.
- 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 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 later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- ANY ALTERATION MADE TO THIS FORM OF PROXY SHOULD BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) if you wish, and in such event, the instrument appointing the proxy will be deemed to have been revoked.